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TÜRKİYE’DE COVID-19 PANDEMİSİ DÖNEMİNDE ANONİM ŞİRKET GENEL KURUL TOPLANTILARININ YAPILMASI OLASILIĞI

Öz

Covid-19 ile birlikte Türk hukukunda ekonomik ve sosyal hayata ilişkin tedbir mahiyetinde birçok yeni kural kanunlarımıza eklenmiştir. Bu düzenlemeler 7244 sayılı Kanun ile getirilmiştir. Bu durum Türk hukukuna özgü değildir. Biz de Türk hukukuna yön verebilmesi bakımından bu örneklerden öne çıkanlara çalışmamızda değindik. Ülkemizde 7244 sayılı kanun ile birlikte dernekler ve kooperatiflerin genel kurulları ertelenmiştir. Bununla birlikte anonim şirket genel kurulları için yabancı ülke uygulamalarının aksine herhangi bir yasal düzenleme getirilmemiştir. Şirketlerin ekonomik aktör olması nedeniyle genel kurulların yapılmasının ertelenmesine ilişkin yasal düzenleme olmadığı düşünülse dahi kooperatiflerin de ekonomik düzenin bir parçası olduğu unutulmamalıdır. Çalışmamızda bu ayrımın yapılmasının yerinde olup olmadığı ve sonuçları üzerinde durulmuştur.

Anahtar kelimeler: Anonim şirketler, Genel kurul, Kooperatifler

POSSIBILITY TO HOLD GENERAL ASSEMBLY MEETING OF JOINT STOCK COMPANIES DURING THE ERA OF COVID-19 PANDEMIC IN TURKEY

Abstract

Along with Covid-19 pandemics, a lot of new regulations were introduced within Turkish legislation with respect to economic and social life. These regulations were introduced by Law no: 7244. This situation is not specific to Turkish law. In our study, we mentioned some prominent examples worldwide relevant to our study title, in order to shed a light for potential, future changes in Turkish law. The general assemblies of associations and cooperatives are postponed with the Law No. 7244. However, contrary to global practices, no regulation has been introduced to govern the general assemblies of joint stock companies. Although this might be because the companies are economic actors, it should be kept in mind that the cooperatives are also the part of economical system. In our study it is analyzed whether this discrimination is justifiable and the results of it.

Keywords: Joint stock companies, General assembly, Cooperatives

1. INTRODUCTION

Following the COVID-19 Epidemic was declared a pandemic by the World Health Organization on 12.03.2020, it is possible to see the negative effects of this situation in social, economic and many sectors.

In this study, it is emphasized how COVID-19 Epidemic will affect implementation of ordinary general assemblies that must be held in certain periods pursuant to Equity company law and extraordinary general assemblies that must be held when necessary. This study has been prepared based on general assemblies of incorporations in capital companies. Information in this article can be applied by comparison for limited companies general assemblies.

In our study, especially general assembly, one of the compulsory bodies in incorporated companies is emphasized and explanations on both Turkish law and comparative law are made and it is emphasized whether general assemblies can be done or not within the framework of legal regulations established following COVID-19 Epidemic. Finally, it is discussed which suggestions can be made on this matter.

2. General Assembly in Joint Stock Company

In the joint stock company, the general assembly is a platform where shareholders have the opportunity to exercise their shareholding rights (Tekinalp, 2015: 298; Erdem, 2014: 30). Within this framework, the decisions taken at the general assembly will bind all shareholders (TCC art. 423) and other bodies (TCC art. 553, art. 554).

In Article 407 / I of Turkish Commercial Code, there is provision “*Shareholders use their rights regarding company affairs at the general assembly. Legal exceptions are reserved.*” This provision regulates that the general assembly is an internal body in which decisions related to company affairs are made, on the other hand, shareholding rights, which are intermediaries in establishing the will of the company, are used as a rule in this body (art. 407 reason).

Corporate company general assembly is a will and decision-making body, in which shareholders or their representatives convene upon a duly call and the rights related to company affairs are used and decisions are taken (Tekinalp, 2015: 297-298; Poroy et. al. 2009: 405; Forstmoser et al. 1996: 191). In Article 416 of Turkish Commercial Code, the call-free general meeting held under the provision of 416 should not be forgotten.

The general assembly is a compulsory body. It is not seen in the Turkish Commercial Code that the compulsory organs are clearly regulated under a single provision (Mimaroglu, 1967: 1). However, with the regulation system in the law of the general assembly, pursuant to the Article 530 of Turkish Commercial Code, the fact that the general assembly's failure to convene leads to the termination of the company shows that the general assembly is a compulsory body (Mimaroglu, 1967: 1-2; Ansay, 1982: 94; İzmirli, 2001: 26-27).

The general assembly is the internal body (von Büren et al 2001: 103; Forstmoser et al. 1996: 191; Poroy et al. 2009: 405). In this regard, it is an organ that performs the internal affairs of the partnership, cannot represent the partnership against others out of the partnership and cannot engage with third parties (Öztan, 1970: 103; Oğuzman et al. 2013: 267).

The general assembly is not a permanent body. This situation stems from the nature and structure of the body (Mimaroglu, 1967: 3). Accordingly, the general assembly of the joint stock company convenes at least once a year and extraordinarily if there are extraordinary reasons. (TCC art. 409).

3. General Assembly Meetings

Time to hold general assembly meetings in joint stock companies is regulated in Article 409 of Turkish Commercial Code. Accordingly; “(1) General assemblies hold ordinary and extraordinary meetings. The ordinary meeting is held within three months from the end of each activity period. In these meetings, negotiations are made and decisions are taken regarding the election of the organs, statements, the annual report of the board of directors, the use of the profits, the determination of the rates of profit and dividend margin to be distributed, the acquittal of the members of the board of directors and other matters related to activity period and others deemed necessary.

(2) If necessary, the general assembly is called for an extraordinary meeting”. Considering this regulation, we see that the general assembly holds ordinary and extraordinary meetings. Ordinary meetings are held within three months as of the end of each activity period. Apart from this, the general assembly is called for an extraordinary meeting when necessary. In the Capital Market Law, we do not see any regulation regarding this issue.

Regarding the general assembly meetings, the Regulation on the Principles and Procedures of the General Assembly Meetings of Joint Stock Companies and the Regulation on the Representatives of the Ministry of Customs and Trade (hereinafter referred to as General Assembly Regulation) should be taken into consideration.

The provision regarding the time of the ordinary general assembly meeting is the provision on order. Accordingly, even if the meeting is held after the time determined by the law, it cannot be said that the decisions taken are invalid. However, if the company and / or shareholders suffer losses because the general assembly meeting is not held on time, their responsibilities may arise for those who are obliged to call the general assembly for meeting

(Karahana et al. 2015: 520). Therefore, considering these conditions, it will be possible for the general assemblies that are not held until the end of March to meet later and take decisions.

Extraordinary general assembly meetings do not have a specific time. It is possible to hold an extraordinary general meeting when necessary. In Article 5/1 (b) of General Assembly Regulation, extraordinary general meeting is defined as the meeting held when the extraordinary general meeting is required for the company or when mandatory and urgent reasons arise, and the agenda of which requires meeting.

4. Regulations Made In Our Legislation After The Covid-19 Epidemic

Due to the Covid-19 epidemic, education institutions and many public spaces have been closed by related authorities for benefit of public health until the date to be announced. The World Health Organization has limited the interpersonal distance to one meter. In line with these developments, regulations and rules were put into effect in Turkey in terms of legislation.

What regulations are brought and whether these regulations are applicable in terms of general meetings of joint stock companies will be emphasized under this title.

First of all, all kinds of meetings and activities (except for the management activities that require enforcement) that bring people together, including general assemblies of non-governmental organizations and trainings of non-governmental organizations are subject to temporary postponement according to the Ministry of Internal Affairs Circular dated 16.03.2020. According to the Presidential Circular No. 2020/3 published in the Official Gazette dated 20.03.2020 and numbered 31074, any scientific, cultural, artistic and similar meetings or activities to be held in open or closed areas at the national and international level has been postponed until the end of April. According to the letter of the Ministry of Commerce, General Directorate of Domestic Trade dated 20.03.2020 and numbered 53382221, it is deemed appropriate that the general assemblies that have been called to the meeting can be canceled by a decision taken by the management bodies of the companies to be held at a later date. Decision making body on this matter is the board of directors of joint stock company. In addition, Turkey Trade Registry Gazette Directorate's website states that the notice "Cancellation of Convocation for General Assembly Meeting " will be published on the Gazette in case the Directorate is informed of this notice. In this regard, we see that some public joint stock companies postponed their ordinary general meetings based on this article.

Considering these regulations made in the legislation, only the letter of the General Directorate of Internal Trade clearly mentioned the possibility of cancellation of ordinary general assembly meetings without any discrimination between institutions and organizations. However, it should not be forgotten that letter of General Directorate of Domestic Trade mentioned here is a recommendation.

Many rules on economic and social life enter into force following the last regulation introduced in our legislation after Covid-19, "Law on the Mitigation of the Effects of the New Coronary Virus (COVID-19) Epidemic on Economic and Social Life, and Law on Amending Some Laws" (hereinafter referred to as Law No. 7244) as a result of the Covid-19 Epidemic. According to the rules on other regulations regarding Covid-19, it is important to make the regulation here by "law" in terms of the hierarchy of norms. Because legal regulations are at a higher level than circulars in terms of norms hierarchy.

When the Law No. 7244 is examined, there is no regulation regarding general assembly meetings of joint stock companies. On the other hand, we see that ç, d and e paragraphs in Article 2 of the Law includes regulations regarding general assemblies. Accordingly, the relevant regulations of the article with the title lines “Time extension, meeting postponement and remote working” are as follows;

ç) According to the Law of Associations No. 5253 dated 4/11/2004 and the Turkish Civil Code dated 22/11/2001 and numbered 4721, the general assembly meetings of the association are postponed until 31/7/2020 following notices and declarations to be made by associations. This period can be extended up to 3 months by the Minister of the Interior. Adjourned general assembly meetings are held within 30 days from the date of adjournment. The duties, powers and responsibilities of the existing bodies continue until the first general meeting to be held after adjournment period.

d) General assembly meetings within the scope of the Cooperatives Law No. 1163 dated 24/4/1969 are adjourned until 31/7/2020. This period can be extended up to 3 months by the relevant Minister. Adjourned general assembly meetings are held within three months from the date of adjournment. The duties, powers and responsibilities of the existing bodies continue until the first general meeting to be held after adjournment period.

e) General assembly meetings within the scope of Veterinary Services, Plant Health, Food and Feed Law dated 11/6/2010 and numbered 5996 and Agricultural Producer Associations Law dated 29/6/2004 and numbered 5200 are adjourned until 31/7/2020. This period can be extended up to 3 months by the Minister of Agriculture and Forestry. Adjourned general assembly meetings are held within three months from the date of adjournment. The duties, powers and responsibilities of the existing bodies continue until the first general meeting to be held after the adjournment period.

f) Union General Assembly required to be held in May 2020 is held with the General Assembly of the following year pursuant to Turkish Chambers and Stock Exchanges Union and Chambers and Stock Exchanges Act dated 18.5.2004 and 5174 and Article 6”.

Within framework of this regulation, general assemblies of associations, cooperatives, agricultural producer associations and Turkish Chambers and Stock Exchanges Association are adjourned, and within this period, task, power and responsibility of the existing bodies continue. General meetings of associations and cooperatives are postponed until 31.07.2020. It is possible that this period can be extended up to three months by the relevant minister. This regulation is changed by Law No. 7256 and it is stated that Ministry of Internal Affairs has the authority to postpone the general assemblies meetings three times. So the ministry used this authority and postponed the general assemblies meetings till 28.02.2021.

Law No. 7244 remains silent for joint stock company general assembly meetings. However, at the general assembly meetings of the joint stock company, the shareholders come together, such as association members or cooperative partners, to negotiate, vote and decide on the issues within the framework of the agenda. On the one hand, due to Covid-19, the general meetings are postponed to prevent gatherings for associations and cooperatives considering public health; On the other hand, the inability to show the same sensitivity for joint stock companies creates a contradiction. In this direction, joint stock company general meetings will continue to be held.

Another issue to be addressed in terms of cooperatives is the obligation to have a representative of the Ministry at the general assembly meetings. Pursuant to Article 87/1 of Cooperatives Law, "Ministry of Commerce has representatives in general assembly meetings of cooperatives, cooperative unions, central unions and Turkey National Cooperative Union". It is necessary to request a ministry representative for General Assemblies of the Building Cooperatives and their superior organizations with a petition to be submitted to the Provincial Directorate of Environment and Urbanization.

Due to Covid-19, the Ministry of Environment and Urbanization has started an application not to appoint a ministry representative. In terms of joint stock companies, it is beneficial when we look at the regulation in the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Customs and Trade Representatives to be present at these Meetings. The provision included in the 32nd article of the General Assembly Regulation under title line "Obligation to Have a Representative of the Ministry" is as follows;

“(1) It is obligatory to have a representative of the Ministry at the general assembly meetings listed below and at the second meetings to be held if these are postponed:

a) At all general assembly meetings of companies whose establishment and articles of association amendment are subject to the permission of the Ministry, in other companies, on the other hand, at the general assembly meetings, where the agenda includes increasing or decreasing capital, switching to the registered capital system and exiting the registered capital system, and incorporating the amendment, division or change of type, as well as the amendments to the articles of association or the amendment.

b) At the general assembly meetings of companies that apply the electronic participation system to the general assembly.

c) At all general assembly meetings to be held abroad.

ç) Privileged shareholders to be held abroad at special board meetings.

(2) It is not obligatory to have a representative of the Ministry at the general assembly meetings other than those listed in the first paragraph and in the special boards of privileged shareholders. However, the Ministry representative shall be appointed in case the requests of the general assembly meeting are requested and these requests are deemed appropriate by the commissioning authority.

(3) For meetings that are not compulsory to be represented by the Ministry, the applications directly made by the persons other than the callers to the commissioning authority regarding the appointment of the Ministry representative are not taken into consideration. However, the request for the appointment of the Ministry representative by the shareholders, who constitute at least one tenth of the capital, is also made to the company to be submitted for the evaluation of the commissioning authority. It is obligatory to forward this request to the commissioning authority by the callers.

(4) The decisions taken in the absence of the representative of the Ministry are not valid in the meetings specified in the first paragraph and in the meetings where the Ministry representative is appointed in accordance with the second and third paragraphs.

(5) Those appointed as representatives of the Ministry at the general meetings of the company are notified to the relevant trade registry office by the commissioning authority."

In terms of joint stock companies, there is an obligation to have a ministry representative for some general assembly meetings. Therefore, it may come to mind that the possibility of postponing the general assembly meetings brought in terms of cooperatives may also be valid for such joint stock companies. However, since there is no regulation regarding this in Law No. 7244, general assembly meetings of joint stock companies will continue to be held without any discrimination. It was not appropriate to create such a difference among legal persons in terms of holding general assembly meetings with the Law No. 7244. because public health is important for all individuals. The fact that individuals are cooperative partners or members of the association and that they have a joint stock company should not be a reason to distinguish in this regard. In addition, introducing a similar regulation in terms of the operation of joint stock companies will not cause any problems (Paslı 2010). Because, in the Law No. 7244, in order to prevent this situation, the duties, powers and responsibilities of the existing bodies will continue until the first general meeting to be held after the postponement period.

5. Opportunity of Electronic General Assembly Meeting During the Covid-19 Epidemic Period

In the statement of the Turkish Republic Ministry of Trade General Directorate of Internal Trade regarding the general assembly meetings of companies, “In accordance with the article 1527 of the Turkish Commercial Code, in order to prevent the epidemic in companies that use the electronic general assembly system and want to hold a general assembly meeting, they are suggested to use their discretion and ensure physical participation of the shareholders with the participation of a minimum level of shareholders, and without physical participation of the shareholders in the general assembly meetings, but having the opportunity to participate electronically.

Within this framework, measures have been taken to ensure that companies, which do not have a provision that allows board meetings to be held electronically in company contracts or articles of association, can hold the meetings they plan to hold over this period through the “Electronic General Assembly Meeting System” and “Electronic Board System”.

Companies should benefit from this opportunity by obtaining support service from the Central Registry Agency Joint Stock Company and in a way that does not eliminate the obligation to participate in the electronic environment by the right holders, and the opportunity for the contract amendment regarding the provision, which enables assembly in an electronic platform by the companies, was given at the first general meeting to be made thereafter. "

In this article, it will be appropriate to mention about the regulation on the electronic general assembly in the Turkish Trade Law. One of the innovations brought by Turkish Commercial Code is that meetings can be made in electronic environment. In this regard, Regulation on Corporate Companies' General Assemblies to be held in Electronic Environment and Article 1527 of Turkish Commercial Code must be considered. The Article 9 of this Regulation states that General Assembly Meeting may be held electronically and physically at the same time. Therefore, it is not possible to hold an electronic meeting without a physical meeting. In the physical meeting, it is necessary to form chairmanship of the meeting, the executive member and the persons who should be present in the meeting such as at least one member of the board of directors and the auditor. The same applies to public joint stock companies. In this context, it is obvious that holding the electronic general assembly cannot be an alternative for public health. Also, it is not possible to make any naming within the norms

hierarchy of the statement of the General Directorate of Internal Trade. Because this explanation is only a recommendation. It is obvious that a recommendation statement cannot be above the law or regulation.

In accordance with the law, there should be a requirement in the articles of association for joint stock companies to hold an electronic general assembly. In addition, the Regulation contains an example of the articles of association for electronically joining and voting at the general assembly. Joint stock companies will transfer this provision to their articles of association. Joint stock companies cannot make any changes in this provision. Therefore, the ministry statement cannot be considered to eliminate the legal regulation.

As a result, it is not possible for the ministry statement to affect the legal regulation, as it does not eliminate the condition of holding a physical meeting to hold the electronic general assembly, so it is not possible for this regulation to be applied.

6. General Assembly in Covid-19 Period for Single Person Joint Stock Companies

With the Turkish Commercial Code, single joint stock companies were enabled. In the article 408/III of the Turkish Commercial Code, it stipulates that, in joint stock companies with single shareholders, this shareholder has all the powers of the general assembly and that the decisions taken by the single shareholder in the capacity of the general assembly must be written to be valid. In this context, a written decision to be taken by the single shareholder as a general assembly will be sufficient. Meeting conditions shall not be sought for such joint stock companies.

7. The Fate of the General Assembly Decisions Taken in the Covid-19 Period

Since the conditions specified in the Presidency Circular still persist during the Covid-19 epidemic period, it may come to mind to postpone the general assembly meetings of joint stock companies. However, with the latest Law No. 7244, it is understood that the intention of the legislator is towards holding general assembly meetings for joint stock companies. However, the legal validity of the decisions taken or to be taken at general assembly meetings should be emphasized.

Participation of shareholders to the general assembly is among their indispensable rights. Within the framework of the Presidential Circular, it is not possible to organize any scientific, cultural, artistic and similar meetings or activities that will be held in open or closed areas at national and international level due to the Covid-19 Epidemic. In this context, it is worth discussing to what extent the call would be appropriate for general assembly meetings while these prohibitions continue.

Article 391/1 of the Turkish Commercial Code; “(1) It can be requested from the court to determine that the decision of the board of directors is null. Especially;

- a. Decisions that are against the principle of equal treatment,
- b. Decisions that do not comply with the basic structure of the joint stock company or do not follow the principle of capital protection,
- c. Decisions that violate the indispensable rights of shareholders, or limit or make them difficult to use,
- d. Decisions that fall within the non-transferable powers of other bodies and the transfer of these powers are null.”

Again in the article 447/1 of the Turkish Commercial Code; "(1) The general assembly, in particular;

- a. Decisions of the shareholder that limit or eliminate indispensable rights arising from participation in the general assembly, minimum votes, litigation and law,
- b. Decisions limiting shareholders' right to information, inspection and auditing, other than the legally permitted measure,
- c. The decisions that break the basic structure of the joint stock company or that are against the provisions of the protection of capital are null."

Although there are founding elements in terms of legal transactions, the ones that contain serious violations in content and whose validity conditions are lacking are null (Kırca et al. 2013: 513). The institution of nullity of the decisions of the board of directors first gained an arrangement with the Turkish Commercial Code numbered 6102 (Kırca et al. 2013: 514).

The company's board of directors decisions that prevent or eliminate the indispensable right of the shareholder to be exercised are absolutely null (Pashı 2020; Kırca et al. 2013: 519). Here, the right of the shareholder to attend and vote in the general assembly disappears when the board of directors calls the general assembly to a meeting. Namely, if the shareholders of the joint stock company include citizens over the age of sixty-five or under twenty or there are those who are subject to curfew, it is not possible for them to participate in ordinary or extraordinary meetings in accordance with the legislation. Accordingly, the call to be made by the board of directors for the general assembly meeting violates the indispensable rights of the shareholders in accordance with the article 391/1 (c) of the Turkish Commercial Code. Therefore, the decision of the board of directors regarding the call for general assembly will be null.

Apart from this, such a call decision causes inequality among the shareholders. The principle that stipulates that shareholders under equal conditions should be treated equally is the "equal transaction principle" (Pulaşlı 2018: 1338). If the board of directors acts in violation of the principle of equal transaction among shareholders by taking arbitrary decisions, the decision will be null (Kırca et al. 2013: 515). Because some of the shareholders cannot attend the meeting due to age restrictions and travel restrictions. Such a decision will also be null under article 391/1 (a) of the Turkish Commercial Code.

In a joint stock company, if there are people among the shareholders who do not carry the above mentioned limitations, then no conditions other than general validity rules will be sought in terms of the general assembly resolutions.

8. Legal Regulations in Comparative Law Regarding Covid-19 Period General Assembly Meetings

8.1. In German Law

The basis for holding an electronic assembly in German law is the Law on the Reorganization of Shareholder Rights (ARUG) (Pulaşlı, 34; Eisenhardt 2009: 323; Hüffer, 2012: 642). This law regulates the exercise of voting rights electronically in the general assembly. In addition, whether the rights such as attending meetings and voting in joint stock companies can be exercised on-line, is regulated in the articles of association, or the executive board can be authorized by the articles of association. In addition, the transfer of the general assembly meeting by voice and video can be regulated in the articles of association or internal

regulation or the executive board or the meeting chairman may be authorized (Pulaşlı, 53; Eisenhardt, 2009: 323).

During the Covid-19 epidemic period, legislative managing body has been authorized to postpone the general assembly in Germany as in many countries of the world. The law prepared by the government in late March passed the parliament very soon (Debevoise & Plimpton, 2020: 1). It should be noted that the approval of the supervisory board is required for the executive board to use these new possibilities. Accordingly, the time for the general assembly to be held was eight months from the fiscal year in German law and have been increased to twelve months with the new regulation. Thus, the maximum postponement period was the end of 2020 (Zetzsche et. al., 2020: 10). In addition, while the time for the invitation to the meeting was thirty days, it has been twenty-one days with the new regulation.

With the regulation introduced in Germany, the matters that should be provided to the shareholders in order to hold all general assembly meetings on-line are also specified. According to this;

- Possibility of live transfer of the meeting
- Possibility of on-line voting procedure (voting via e-mail, voting via on-line representative or other electronic participation),
- Providing the opportunity to ask questions on-line
- Providing the opportunity to oppose on-line

These are the conditions brought by the regulation. On the grounds of the law, it is stated that the executive board should not be expected to answer all questions, and the board can summarize the answers and even ask for the questions to be introduced in an electronic environment at least two days before the meeting (Debevoise & Plimpton, 2020: 2).

8.2. In Swiss Law

In the draft law of 21 December 2007 in Swiss law, there are regulations regarding holding general assembly in electronic environment. Accordingly, with the consent of all shareholders or their representatives, and also for the decision of the general assembly, it has been made possible to hold the general assembly completely in virtual environment without the approval of any official authority (Pulaşlı, 60).

Pursuant to Article 6a in Second Covid-19 Regulation in Switzerland, it is possible for the authority calling the meeting to limit the exercise of the rights in writing or online, or through an independent representative, to apply in general assembly meetings of all companies (Zetzsche et al. 2020: 14).

8.3. In UK Law

During the Covid-19 pandemic the companies may adjourn their annual general meetings. But it is important to move the meeting to the next convenient time and place without any undue delay (Rix, 2020).

In UK some companies have articles to allow shareholders join the meetings by using electronic means. Also some companies give the opportunity for shareholders to join physically. Correspondingly minority of companies have articles to hold general meetings entirely

electronic. In UK it is recommended to hold the meeting physically (Rix, 2020). It is advised for the shareholders to appoint a proxy and to submit questions to the board in advance of the meeting via an online portal (Rix, 2020).

9. CONCLUSION

The Covid-19 Epidemic has affected many economic, social and cultural areas in the world. Among these areas, of course, companies' internal operations are included. In our study, it is focused on whether the ordinary general assemblies which are required to be held until the end of March 2020 in joint stock companies will be held or not during the Covid-19 epidemic period and the regulations introduced in our legislation in this period. Accordingly, according to the Presidency circular; any scientific, cultural, artistic and similar meetings and activities planned to be organized in open or closed areas at national and international level will be postponed. It is still not possible to hold such meetings. Pursuant to the Ministry of Internal Affairs circular, the general meetings of non-governmental organizations, all kinds of meetings and activities of non-governmental organizations, including trainings (except for executive activities that require enforcement) that bring people together will be temporarily postponed.

The last regulation issued in our legislation due to Covid-19 is Law No. 7244. When concluding on whether this law has any effect on holding joint stock company general assemblies, the relevant regulation needs to be examined. This regulation is the second article of the law. In accordance with the regulation in Article 2 of Law No. 7244, it is possible to postpone the ordinary general assembly meetings in all associations and cooperatives for three months. Therefore, ordinary general meetings have been postponed until the end of July 2020. There is no regulation regarding joint stock companies in this law. Therefore, it will not be possible to postpone general meetings for joint stock companies. However, in this case, the legal validity of the decisions taken or to be taken at the general assemblies should be emphasized. During the period of curfews of citizens over the age of sixty five and under twenty the situation should be analyzed. Therefore, if there are those who have these restrictions among the shareholders, the call made by the joint stock company board of directors pursuant to Article 391 of the Turkish Commercial Code will be null. Because with this call, shareholders' right to participate in the general assembly and their voting rights, which are indispensable rights, are violated. The decision taken as a result of the general assembly based on the call that is null will be null again.

In the event that none of the shareholders in the joint stock company have these restrictions, the general assembly can convene and take decisions. The validity of these decisions will be subject to general rules.

In Covid-19 period, laws specific to this period have been introduced in comparative law. Within this framework, with the regulations introduced in Switzerland and Germany, general meetings can be held on-line.

In our opinion, considering the public health in terms of Turkish law, it would be preferable to postpone the general meetings of joint stock companies as in cooperatives and associations. It would be appropriate to make this preference by law. Although the Turkish Republic Ministry of Commerce, General Directorate of Domestic Trade as a decision on this matter, the place of this decision in terms of the hierarchy of norms is uncertain. Because this

decision is advisory. Again, with the legal regulation to be introduced, it would be possible to extend the duration of the board of directors, as in Law No. 7244.

Apart from this fact, it would be possible to hold an on-line general assembly meeting and to use the votes on-line with a legal regulation to be introduced in Turkish corporate law as in German law. Because, in order to hold an electronic general assembly meeting in the current legal regulation, a provision must be available in the company's articles of association and a meeting must be physically opened. Otherwise, the electronic general assembly cannot be held.

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