

ABSTRACT

In the first chapter of our thesis, as we examine the meaning, functions, classification and essential elements of “corporate governance” which is a special direct and control system concerning corporations, we tried to determine the structure of this system. As a result, we decided that every kind of governance of corporation is not called “corporate governance”; only governance based on fairness, transparency, accountability and responsibility can obtain this peculiarity; such a governance is useful for both corporations, shareholders and the other stakeholders with national and international economic framework. In the second chapter that we did a kind of commentary, with a comparison of Turkish law, of OECD corporate governance principles which we see the most modern and valid corporate governance study and based on essential elements we mention above, we examine the technical substructure of corporate governance and deficiencies in our country. In the third chapter we explain briefly what must be done in our country for becoming established of corporate governance which we believe that it can be realized by a team work of central authority, directors and managers of corporation, shareholders, investors and all of the other interested groups.