

The British Community Council, İstanbul

MINUTES OF ANNUAL GENERAL MEETING

Held on Friday March 28th 2008 at 6.30 p.m.

Pera House Mesrutiyet Caddesi No 34, Tepebaşı, Beyoğlu 34435, İstanbul

By permission of H.B.M. Consul General

With Music and Drinks in the Music Room

The meeting was attended by thirty-two people,

1. Chairman's opening remarks

The chairman thanked everybody for attending,

He thanked the musicians from the conservatoire, Can Somel, Piano, and Emirhan Tuncer, Cello for providing the music.

He thanked Paul Ramsay, for all his help and through him the consul general.

2. Apologies for absence

Victoria Short, Michael Asher, Norman Stone.

3. Minutes of last AGM on 29th March 2007

Minutes of the last AGM were passed nem con.

4. Matters arising

No matters arising that would not be covered in the course of the meeting.

5. Chairman's Report

Simon Cole began by thanking the trustees for their attendance and for having endured the BA terminal 5 experience to be here.

He commented that the BCC has recently been defining a new role, as it has always evolved to take account of changing circumstances. He stated that the past year had been very positive, not only in the reorganisation that had taken place but in the enthusiasm and attitude of the members of the council, and in the general perception of what is being done. Individual people are taking responsibility for coordinating specific activities and events, rather than having a global role. This means that people have to commit less time, and it also means that more people can become involved, which is something to encourage.

The pensioners have admirably been looked after by Claudia Turgut and her team of helpers.

One of the things planned for the coming year is to offer more help to bombing victims, who will live with the scars of that event for the rest of their lives.

Also when people are in distress one of the roles the BCC might play is to arrange visitors and English speaking people to talk to.

He reported that sadly one of our pensioners was lost in this year. This was the last one for whom there were no records available when the new council took over. It was a sad case, we were not aware of her death, and she was buried in a Muslim cemetery.

Keith Smith who has been an admirable and supportive Vice-Chairman is leaving Istanbul in a month. The chairman wished him well in the future.

Michael Asher, last year's vice-chairman has spent most of this year in Shanghai, but is now back in Istanbul although not able to be here tonight as he is back in Shanaghai for the week closing his office.

When you hear about the theatrical activities, you will learn that Nikki Dereboy has admirably put them together, and she has now accepted the post of Sponsorship Coordinator. James Gabriel has been an active supporter, star of the pantomime and coordinated the BCC's responsibilities in arranging a programme for HMS Exeter.

We do not now have an events coordinator as events are done individually Gaye Hicdonmez fulfilled that role in the past, and had to resign through pressure of family business but now offers herself for re-election. Frances Melling works away from Istanbul these days, but is always here when required and he personally thank her for her support.

We need greater coordination with the business community, and that is one of the roles that Andrew Walters has undertaken in a busy year for the BCC.

I hope you have all seen the website created by John Royce our Hon Webmaster . He and Michael Asher have done a superb job in setting up our mailing list and keeping the site up-to-date.

We thank Paul Ramsay for all his coordination with the consulate, no easy job. And to Shebnem Hnm for all her help in arranging this meeting and the ball, and for all she has done. Victoria Short whom many of you may last have seen delightfully dispensing Pimms at the fete, will be doing the same this year, and remains a member of the council.

There is a great need for an Hon Secretary , and the Council is seeking a person who would take on what is not very arduous role. We have our accounts fully in order, thanks to our very effective Hon Treasurer Shirley Ozturk. And thanks to Umit Cordan, (who said he had rarely seen such a well kept set of books ) for his auditing

The Charities Commission registration was not a simple matter – but it was completed in good time.. And the forms for BCC recognition as an NGO here were personally taken to Ankara by the deputy Vali.

The Foreign Office accepted them, and passed them to Home Office. Having filled in EK 4.5.7.8 on the interpretation of the rules, the Home Office now want EK 6. They also want the notarised statutes signed by every member of the council, the chairman's residence permit and the certified passports of the trustees. This will all be done this week.

The chairman saw the Director of Taxes during the year and she agreed that we should wait until we have NGO status and then go for a Tax exempt number. This will involve quite a bit of work no doubt, but he think it will be well worth it in the end.

On to highlights of the events of the past year.

The fete this year was a great success, and we have to thank Pelin Turgut and all her helpers for that.

On Remembrance Day the chairman reported that he was proud to lay a wreath was laid on the community's behalf at Hydarpasa Cenotaph.

The pantomime too was a great fundraiser, and artistically successful

The BCC is proposing to issue a BCC card. It has been discussed with the consular department and will contain emergency numbers, blood group and so on.

He reported that there are so many more things we could and should be doing. We have a wealth of experience of Turkey and its ways and affairs. We should perhaps be better integrated with the business community. We could be providing a hand-holding service for newcomers.. For example, perhaps after registration at the Consulate, or on joining an already established company, the BCC should be the first point of contact for social and business contacts, and should help in settling in.

For newcomers to Istanbul and Turkey , the BCC can provide:-

In the social field such things as skilled repairers and social contacts for spouses.

In business, networking, local contacts, local business practice

The sky might be the limit. The BCC could even set up an expatriate centre with library of books of local interest and perhaps even restaurant / café / bar.

The purpose of the centre would be to provide a focal point for expatriates, a meeting place of expatriates and Turkish people for cultural transfer, a first point of call to newcomers in Istanbul and an office for the BCC.

but not this year perhaps..

Nor are we limited to Istanbul . When the BCC was set up the expatriate community was only in Istanbul .There are now communities, country-wide.

We should be here for a very long time if he were to thank individually all those benefactors and generous donors who have contributed both financially and with effort over the past year he said. But their efforts have been much appreciated. We now especially need to develop our business and personal sponsorship.

He thanked HBM C-G and all her colleagues, not just for tonight but for all the unseen help they have given during the year.

Simon Cole said it has been my privilege to serve as Chairman this year, of a council that has become constructive and active. He hoped friends and colleagues continue to give of time and efforts so that the BCC may continue to develop its threefold aims of supporting the elderly, assisting in the voluntary efforts of our host city and serving British – Turkish relations.

The chairman noted that there was not an item on the agenda for the trustees to speak and he proposed to remedy that by asking them to speak at this point.

Judy Mood-Stuart was delegated.

She reported that two of the trustees are based in London and attend the meeting by Skype whenever possible. They take their responsibilities for the responsibility for the charity very seriously.

The trustees with the council have drawn up a memorandum of understanding.

Judy Moody-Stuart reported that the Trustees met separately in October 2007, November 2007, February 2008. Thereafter trustees attended BCC meetings either in person or by Skype connection from UK facilitated through the Chairman's laptop.

The main activity has been to set up the UK bank Account for BCC with the Charities Aids Foundation, 25 Kings Hill Avenue, West Malling , ME19 4TA , Kent , and to make this account internet accessible to the BCC Treasurer in Istanbul .

Gillian Gee reported that some donations were wrongly ending up in the BCC CAF account. She hoped the matter would soon be cleared up, and has complete confidence in a positive result .

Issues

The most challenging issue has been that of adequate contact and communication. The trustees would like to thank the Council Chairman Simon Cole and the BCC Treasurer Shirley Ozturk for taking pains to communicate with the UK Trustees.

UK Trustees were also concerned by the departure of two Council Hon Secretaries, and realise that this is an ongoing issue. A confidential email exit interview was held with one of these volunteers.

The UK Trustees were also keeping in touch with the British community activities in Istanbul through regular email link of Chaplaincy Notice board.

The Trustees are confident in the Treasurer's ability to control and monitor BCC spending and income and would like to thank Shirley Ozturk for her regular reports to the Council. The Charities Commission require a simple inspection of the Accounts 2007, in Istanbul , thereafter Trustees can sign off on last year's financial activity.

The Charity Commission issues a pro-forma for Charities of annual income below £10,000 with which the Trustees will comply.

Trustees proposed at their meeting on 14 November in London that in paragraph 9 concerning the Trustees the Statutes be amended by the insertion of the words "at least" in sub-paragraph (a) to read:

9. The Trustees

(a) Appointment of trustees. The Council will at the first meeting to be held immediately after the annual general meeting adopting these amended statutes appoint at least three trustees who will serve for one two and three years and thereafter one trustee will be appointed or re-appointed at a similar time each year. There is no limit to the number of times a trustee may be re-appointed. At least two of the trustees will be resident or will have a business address in Britain .. A third may be resident in Britain or Turkey . Appointed trustees will be members of the Council in every respect.

(b) Responsibility of the trustees. The trustees will assume ultimate responsibility for directing the affairs of the BCC and any majority decision of the trustees will be binding upon the Council.

(c) Proceedings of the trustees. The trustees may regulate their proceedings as they think fit, subject to the provisions of these statutes.

(d) Delegation by the trustees. The trustees may delegate any of their powers or functions but the terms of any such delegation must be recorded in the minutes.

To be added:

(e) Trustees may arrange for trustee liability insurance cover

current para.5i replace the words 'Article 7ii & ix' with the reference 'Para.8b'

current para.7 replace the words 'Article 4i' with the reference 'Para..5iii'

The Chairmanship of the trustees would naturally fall to Shane Campbell, but in his absence due to ill-health, Judy Moody-Stuart stands in and, and acts as Secretary, while Gillian Gee takes financial responsibility.

Judy Moody-Stuart outlined the trustees' future plans to-

Print a leaflet for fundraising and publicity purposes in UK

In connection with paragraph 9(d) above, for clarity and simplicity and to avoid either confusion or duplication of effort, we recommend that a memorandum of understanding be annually signed between the Trustees and the Council's Chairman and Officers, stating what each expects of the other for the coming year.

Arrange for liability insurance cover

The chairman thanked the three trustees for all the effort they put in.

#### 6. Treasurers statement

The Treasurer reported that she had prepared accounts for 2006 and 2007, converting them into sterling for comparison. She has prepared them in two formats, that required by the Charities Commission and the format usually used. She also presented the auditors report and thanked Umit Cordan for his work on this.

She reported that the two main fundraising events in both 2006 and 2007 were the Summer Fete and the Pantomime. She singled out Cadbury's for their long-term sponsorship and all the business community. In 2008 the BCC will build on these

Pension commitment in 2008 will be 36,600 TL, a 17% increase on the previous year.

109, just sufficient to meet the BCC pledge of seven year's pensions.

As a result of the BCC's registration with the UK Charities Commission we are required to file accounts so she have prepared 2006 and 2007 accounts converted to sterling in the Charities' commission format. She reported she had also prepared the 2007 accounts in the usual format but this year converted the figures from source currency to GBP instead of USD. All these documents are available this evening for inspection.

Umit Cordon has kindly provided an independent examination of both year's accounts and his reports are also available. In his report he has stated that everything is above board and acceptable.

In 2007 as in 2006 the 2 main fund raising events were the summer fete and the pantomime. The BCC's objective in 2007 was to make these events both more professional and more profitable. I am pleased to report that these aims were achieved, thanks to the hard work of all involved and to the various sponsors, especially Kent Cadburys, who sponsored both events. It is hoped that in 2008 and beyond the BCC will build on this success and increase the number of events it is able to organise and continue to attract the invaluable support from the business community.

The annual pension commitment for 2008 is YTL 36,600, a 17% increase on 2007. Assuming that the fete and the pantomime are as, if not more successful in 2008 this commitment is achievable.

The BCC funds at 31st December 2007 stood at GBP 109,747. Using the same ROE used for The asset statement these funds are just sufficient to meet the BCC's pledge to fund 7 years' pensions.

The chairman invited questions and there were none, save Nikki Dereboy reported that there will be an additional theatre event this year in association with Speech Bubbles.

The Parson moved that the accounts be accepted and asked for a seconder. Judy Moody-Stuart reported that the reserves were well in excess of the Charity Commission requirement, and indeed they might well ask why we are raising money when we already have it. Their recommendation is that six months' operating costs is sufficient.

The accounts were passed nem con.

The Chairman thanked the Treasurer for all her efforts.

7. Relief Officers and pensioners activities report from Claudia Turgut  
Victoria Short, co-relief officer, presented the last report at the General Meeting in March 2007. She reported that last year end we lost one of our pensioners, Leyla Burdon, who had been ill for a long time, bringing the total to 7 pensioners that we support in one way or another. She died alone in her bed at home at the age of 95 after a long lingering illness. Nobody contacted the BCC about her death nor about her funeral. Feisty in life, she quietly passed out of our lives.

I wonder if you know anything much about these old people? he would just quickly like to give you a few details in an effort to make them seem a little bit more real to you, as they have become to me now after a little more than 2 years of knowing them.

Some people may remember George Mizzi ,ex-British Council. At 93, he is as dapper and spry as ever, always wears a tie, uses his akbil to travel the buses all the way to the Asian side where he has some cay before coming back to Bomonti where he lives. He runs the little teashop there once a week.

Sylvia Genovese, born in 1925, is an old British Council colleague of George's. She is also well and active despite having two cataracts. She is extremely capable and more or less runs Artigiana, the old people's home in Harbiye where she has lived since she was 55. She and George are good friends despite the fact that he rings her up at 7am!

Matilda Carragia: Aged 83, she also lives in Artigiana. She moved there from Yenikoy after losing first her husband and then her only child, her daughter, to cancer. She has a few health problems but this year the real problem is her teeth. She needs 12 new ones. We obviously want to help but even at the very lowest rate of 200TL per tooth, it is a lot of money. She is lucky in that she has some very loyal old family friends who look out for her at Christmas and during bayrams.

Argentina Karsoglu: She is the only pensioner who lives on the Asian side in Moda so consequently she is the one he know the best as he live near there myself. She is very sprightly and gets out most days. She had not one but two Greek husbands and as a result was excommunicated twice! She is fortunate in that she has a jolly Rum cousin who is often with her. She is also visited regularly by 2 other members of the community. Interestingly enough, her British passport comes to her through her Maltese father who came to Constantinople with his two brothers to dive for the Sultan!

Ayda Cinnoz: She is now over 80 and still a real beauty. We are starting to feel some concern for her. She manages to live alone in her own flat in Pangalti but it is a real struggle as the only money she has is what the BCC provides. Right now she gets out and about, she is a real hussler. We wonder how much longer that can continue and are planning to broach the subject of moving to Bomonti. The question of what will happen to her flat arises. Not easy.

Josephine and Catherine Cagliarini: These ladies are delightful 79 year old twins who were born and have lived their entire lives in their sweet little house in Sisli. Originally the BCC contributed to occasional expenses eg their roof, but we have recently decided to give them a regular joint pension. Josephine is the stronger of the two, while Catherine seems to be becoming more and more dependent. They both worked but unfortunately their pensions are really not enough.

In the summer we invited all the pensioners to the summer fete. They had a good time and especially enjoyed meeting each other.

The highlight this year was a Christmas lunch in December that the BCC funded at the Little Sisters of the Poor. It was for all the residents there plus our pensioners. he am afraid to say that we didn't cook it ourselves but most of us attended and so did Mustafa Sarigul, the mayor of Sisli, which really pleased the old people. He said a few words , Simon said a few words, and the whole thing went down very well.

As usual, each of them received a basket of goodies for Christmas plus a bag of other supplies that kind friends contributed. With funds from the BCC kitty, he bought some extra items that he know they like so the whole thing was very festive. We delivered them on Boxing Day.

Victoria and she keep in touch with all the old people via regular phone calls, and visit when we can. Victoria also spends time seeing to the gardens at Bomonti and Artigiana. My idea of establishing a network of friends to visit them has faltered somewhat but if any of you would like to commit to visiting one of our old folk, he know they would be delighted.

If you are feeling generous, gifts of loose-leaf tea, Turkish coffee, biscuits, cheese and the like, can always be given to us to pass on to our old people. You can even make a financial donation right now! They enjoy a treat just like the rest of us!

The chairman thanked Claudia and all her helpers for the effort they put in for the pensioners.

#### 8. Events proposed for 2008

The first of these would be a ball.

Ellis Lloyd-Jones outlined the details of the ball.

Claudia Turgut outlined plans for the 2008 fete.

Nikki Dereboy outlined plans for Joseph show and the pantomime.

The vicar was asked to speak.

He outlined the problems faced by the church in Istanbul , especially financial ones.

#### 9. Proposed changes to Statutes.

After short discussion the changes to section 8 of the statutes were proposed by the chairman and seconded by the vice-chairman. Passed with one vote against.

It was decided not to proceed with the changes relating to the Chairman as the matter would be dealt with elsewhere.

#### 10. Election of members to the Council.

Ellis Lloyd-Payne and Gaye Hicdonmez gave their brief biographies and were elected unopposed.

With the Vice-chairman in the chair at this point there was discussion on the changes in the statutes relating to the chairman. It was agreed that the statutes would not be changed on this point but that this AGM would vote to allow the present chairman to continue for a further year or until the NGO recognition was finalized.

#### 11. Date of next meeting.

In accordance with practice, the incoming Council members were authorised to fix the date of the next AGM on a suitable date in March 2009.

Break for drinks followed by result of any ballot.

#### 12. Information on the first meeting of new Council.

It was reported that Simon Cole had been re-elected as chairman. He thanked everyone for coming, and especially for making it such a harmonious meeting. He looked forward to seeing everybody next year, and at events throughout the year.

#### 13. AOB

There being no other business the meeting closed at 8.20 and those who wished adjourned to Rejans Restaurant.

NOTES

DRAFT 2 Memorandum of Understanding (MOU) between the Trustees and other members of the British Community Council in Istanbul .

1. Trustees undertake to monitor BCC policies, administrative procedures and charitable activities as allowed within the Statutes , according to the provisions under ‘The Trustees’ para.9a,b,c,d.

2. Trustees reserve the right to make suggestions, attend any meeting and only override Council decisions if such decisions would lead to circumstances not allowed by the Statutes or by Charity Commission regulations.

3. Trustees expect to be regularly informed by the chairman and other officers of the Council about any material issues.

Trustees expect to have regular Management Information from the treasurer.

Trustees expect to receive an advance agenda and subsequent minutes of all Council meetings.

Whenever possible Trustees anticipate the use of an omni-directional microphone at Council Meetings to enhance a Skype connection

4. In the unlikely event of disagreement between any or all of the Trustees and the chairman or officers of the Council, while noting the details of Para.9b we undertake to call a meeting between all parties at which full Minutes will be recorded

5. Under a regular Council agenda item headed “Trustee matters” we agree to give regular updates on trustee business

6. Trustees are open to receive direct communication in confidence from any member of the Council.

## PROPOSED CHANGES TO STATUTES

### Overview.

The first proposed change is to reinstate the wording which permits the Council to co-opt members to the Council. It was previously in the Statutes, but two years ago at the time we were registering the Charity, there were several changes necessary in order to comply with the requirements of the Charities Commission. Inadvertently the wording was omitted during those changes.

Proposed New Clause.

8.k. Co-option:

The Council shall have the right to co-opt at a Council Meeting and until the next AGM or shorter period as deemed necessary, any person/s deemed to be helpful in fulfilling the Purposes of the BCC.

Existing Clause 8. k. - Consulate General – to become Clause 8. l.)

The second proposed change concerns the length of tenure of the Chairman. The current Statutes say:

8.b. ....No member may hold the Chairmanship of the Council for more than three consecutive years....

According to this rule, the incumbent Chairman is to be replaced this year. However no other person has thus far stated his or her willingness to take on the duty. The post of Chairman involves a considerable amount of time and effort due to the activities of the Council. In the past three years the BCC has changed totally under the guidance of the present Chairman. We have annual audited accounts and monthly financial statements. We have become a Registered Charity in the UK and hence are now at the last stage of finalizing our legal status in Turkey .. This has enabled us to increase our income and thus expenditure on good causes.

Simon Cole has expressed his willingness to continue in office for one more year only and hence the Statutes need to be changed to permit his kind offer.

Full Clause and proposed wording change shown in Italics:

8.b. Duration of Membership of the Council: Council members must retire from the Council after serving for five years. All retiring members will be eligible for re-election. No member may hold the Chairmanship of the Council for more than three consecutive years unless extended for exceptional reasons at an A.G.M. An ex-Chairman will, however, be eligible for election as Chairman after the lapse of one year.