



## The British Community Council, İstanbul

### **MINUTES OF ANNUAL GENERAL MEETING**

*Held on Thursday March 26<sup>th</sup> 2009 at 6. 30 p.m. at:  
Pera House, Mesrutiyet Caddesi No 34, Tepebaşı, Beyoglu 34435, Istanbul  
26 persons in attendance*

1. Chairman's opening remarks  
The Chairman, Mr. Michael Asher (MA), opened the meeting at 7.00 p.m. giving some information on the number of AGMs and Council Meetings since the founding of the BCC in 1942. He then thanked the present and previous Consul Generals for their support during the year, and extended the BCC's thanks to the Trustees; the former Chairman and many others who had been supportive of the BCC. MA also announced various retiring Council members and thanked them for their support whilst in office.
2. Apologies for absence were received from Shane Campbell; Nikki Dereboy; John Hanson; Stephen Leyland; Ian Sherwood; Andrew Walters.
3. Minutes of last AGM on 28<sup>th</sup> March 2008. These had been made available on the BCC Website. No objections hence accepted as a true and accurate record of the meeting.
4. Matters arising - nothing.
5. Chairman's report  
The Chairman invited former Chairman Simon Cole to report on the period of his chairmanship; i.e. until end December 2008. SC summarised the progress during the year and gave information that the BCC's application process to be a NGO registered in Turkey has been concluded and acceptance from Ankara is awaited. MA added information from January through March 2009.
6. Trustee's report  
Judy Moody Stuart gave the report and expressed grateful thanks for help and support large and small by many organizations and individuals. She reported that filings had been completed with the Charities Commission in the UK. She said a Policy would be drawn up for the operation of the Charity and updated financial statements to be set out. She also said the Trustees want to clarify relationships between the Council and the Chaplaincy in Istanbul. JMS explained that it is her turn to be re-elected under their plan of serving for three years and she had been re-elected by the other trustees.
7. Treasurers statement  
Shirley Öztürk; Hon. Treasurer, reviewed the BCC's income and expenditure during 2008. She outlined budget details for 2009. She said the coming year looks healthy, but noted currency and interest rates are in decline. Costs of supporting the pensioners are increasing. She reported that as at the end of 2008 the BCC's reserves fell 2% short of being able to support the pensions for seven years in the event that the BCC was forced to stop fund raising for any reason. Mr Umit Cordan; who is doing the assessment of the 2008 accounts said that he was finalizing the format of the accounts, but that he had examined the books and the figures given are correct. On the strength of that the Chairman asked for the accounts to be formally accepted and they were proposed and seconded from the floor with no objections. Mr John Duthie pointed out from the floor that the BCC Statutes state that the BCC's assets will be held in a UK Bank Account. MA thanked Mr. Duthie for his comment and said the Council will raise the point with the intention of complying. This was agreed. MA reminded the meeting that whilst our bank balances look very healthy, costs are rising and interest rates are falling, hence we must be very careful this year.
8. Relief Officers and pensioners activities – report given by the Vice Chairman; Claudia Turgut. She said that our seven pensioners are all well and gave a detailed report on each of them. She stated that the BCC is open to take on new pensioners; the only criterion is that they should be British passport holders. Gaye Hiçdönmez gave a report about the BCC's wheelchair distribution to needy cases. James Gabrielle reported on how we had helped a hospital by painting and decorating, and providing some furniture. MA pointed out that much information about our charitable activity is on the BCC's website and at the same time, publicly thanked John Royce; the webmaster.

9. Events proposed for 2009  
Report given by Ellis Lloyd Payne. He told of the Quiz night the next evening; followed by the spring ball; the Musical "Little Shop of Horrors" at the end of May; the Summer Fete; a boat trip Fireworks night: Christmas Pantomime and various other events. He said there are three key objectives: raising money: work in the community and representation through its events.
10. Proposed change to the BCC Statutes and for a MOU between the BCC and its Trustees. Mrs. Gillian Gee explained that now the Charity was running, Clause 9 of the Statutes needs to be revised. The Trustees are to be elected by the Community, and not by the Council of the BCC. Also, the current limitation of three trustees needs to be removed. The changes were proposed and seconded from the floor and accepted by the meeting. A MoU setting out the relationship between the Charity and the BCC was likewise accepted.
11. Election of members to the Council. MA announced resignations received from Frances Melling; Norman Stone; Keith Smith and Andrew Walters. He reminded the meeting that Karen Downs had been co-opted during the year hence now stood for election. There being no other contenders, MA invited the meeting to elect Karen Downs and this was carried unanimously.
12. Date of next meeting. In accordance with practice, the incoming Council members are authorised to fix the date of the next AGM on a suitable date in March 2010.
13. Information on the first meeting of new Council. MA announced this would be held on Thursday 2<sup>nd</sup> April 2009)
14. AOB. MA reminded the meeting of all that Simon Cole had done for the BCC and presentations of appreciation were made to him by the Council and the Trustees.

There being no other business; the Chairman declared the meeting closed at 8.15 p.m.

**PROPOSAL FOR CHANGE TO CLAUSE 9 OF THE STATUTES**  
*And for a MOU to be signed between the BCC and the Trustees*

**9. The Trustees (current wording)**

(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 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. Two of the trustees will be resident or will have a business address in Britain. The 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 *to the officers of the Council* but the terms of any such delegation must be recorded in the minutes.

**9. The Trustees (suggested amendments underlined)**

(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 for the three-year period. Two of the trustees will be resident or will have a business address in Britain. The 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 *to the officers of the Council* but the terms of any such delegation must be recorded in the Meeting minutes, both of Trustees and Council.

**DRAFT 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. 9 a,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.

Signed .....  
**as Trustees**

Signed .....  
**as accepted by BCC Council Officers**

Dated .....