

THE BRITISH COMMUNITY COUNCIL

STATUTES

1. The Origin of the Council

The British Community Council (hereinafter called 'The Council') was formed in 1942 to represent all sections of the British Community in Turkey (hereinafter called 'The Community') and to integrate its various activities and interests.

The Statutes of 1942 were revised in 1969 and approved at the Annual General Meeting on 24th March 1969. Further revisions were approved at the Annual General Meeting on 16th March 1974; the Extraordinary General Meeting on 25th January 1975; the Annual General Meeting on 22nd March 1975; the Extraordinary General Meeting on 19th June 1999; the Annual General Meeting on 23rd March 2000; the EGM on 22nd September 2005; the Annual General Meeting 26 March 2009 and the Annual General Meeting on 25th March 2010.

2. The Purposes of the Council

The purposes of the Council are to relieve financial hardship, sickness and poor health, in particular but not exclusively amongst elderly people resident in Turkey.

3. Powers of the Council

(i) to arrange and supervise fundraising to achieve the targeted amounts set at the AGM and the disbursement of these funds to further the objects, working in liaison with all facets of the British Community in Turkey, including members of HM Services who may from time to time be in Istanbul

(ii) to work in collaboration and co-operation with local charities, voluntary bodies and the relevant authorities in Turkey and to exchange information and advice with them

(iii) to make any recommendations or take any lawful action which they consider likely to further the objects

4. The Composition of the Council

The Council shall be composed of seventeen members, male or female, aged 18 years (eighteen) or over, 9 (nine) of whom must be British Citizens and 6 (six) of whom may be citizens of the Commonwealth and the Republic of Ireland. When nominating or electing Council members, those nominating or voting should bear in mind the desirability that the Council members should represent several diverse sectors of the Community. Election may be challenged by a letter, addressed to the Chairman, within two weeks of the election, signed by ten members of the Community. The validity, or otherwise, of the election of the member in question will be decided by the Chairman (or, if absent, the vice-Chairman) in consultation with HBM Consul-General (or, if absent, HBM Consul) and whose decision shall be final. The Council will elect a Chairman, Vice Chairman, Honorary Secretary and Honorary Treasurer from amongst its members, together with any other officers as it may from time to time decide

5. Election of the Council – Annual General Meetings

- (i) A meeting of the Community should be held annually in the month of March to elect members to the Council to replace those retiring under **8b** or **8i(a)**. It will be the duty of the Council to convene this Annual Meeting. In the event that a meeting is not convened, The Chairman (or, if absent, the Vice-Chairman), shall write to the Consul General explaining why and giving a new date.
- (ii) **Definition**
All British subjects, spouses of British subjects, citizens of the Commonwealth and the Republic of Ireland of 18 (eighteen) years of age or over normally resident in Turkey or with strong Turkish connections will be entitled to attend meetings of the Community.
- (iii) **Notice**
Notice of the Meeting will be posted on the Notice Board of Her Majesty's Consulate General for fifteen days before the date of the Meeting. The notice will specify the date, place and hour of the Meeting and will include the agenda of the Meeting as well as the full text of any resolutions to be submitted. No other notice of the Meeting need be given, but wherever possible shall be announced electronically or by other means as widely as possible throughout the British Community in Istanbul.
- (iv) **Nominations**
Individual applications for vacancies on the Council shall be addressed to the Chairman of the Council c/o The British Consulate General, and must be in writing and signed by not less than three members of the Community eligible to vote at the AGM. Applications must be received by The Chairman and placed on the Consulate General Notice Board not later than six days before the Meeting is to be held and the names of applicants will immediately be posted with the notice convening the Meeting. Applicants must give an undertaking of their willingness to serve on the Council if elected and of their reasonable certainty that they will remain in Istanbul for at least 12 months from the date of the General Meeting. Persons not duly nominated in the above manner will not be eligible for election.
- (v) **Control of Meetings**
Meetings of the members of the Community will be held under the chairmanship of the Chairman of the Council or, in his absence, under that of the Vice-Chairman, or in the absence of both Chairman and Vice-Chairman under that of the most long-serving member of the Council. In the event of a tie between two long-standing members, then the person who has lived longest in Turkey shall be chairman.
- (vi) **Voting**
Voting shall take place providing that the necessary quorum be attained.
(a) The election of members of the Council will be by secret ballot, the ballot papers being scrutinised by two of the members present, not being themselves candidates, appointed by the Chairman of the meeting. In the event of the voting for the last place or places on the Council being a tie, a new vote in respect of the tying candidates shall be taken by secret ballot.
(b) Voting on all matters on the agenda, other than the election of members of the Council, will be by a show of hands, unless a proposal for

secret ballot, duly made and seconded, be accepted by a show of hands by a simple majority.

(c) Resolutions on the agenda of annual general meetings will be decided upon by the majority vote of members present.

The Chairman of the meeting will have an original and also a casting vote.

(vii) Quorum

The Annual General Meeting will be quorate when 25 members are in attendance; members may not be represented by proxy. However Trustees and members of the Council may take part by electronic link and in such cases will be considered as present in all respects. Members may not be represented by proxy. In the event of a quorum not being attained on the day of the meeting, the meeting will be adjourned to another date between ten and twenty one days later and a notice of the adjournment with the date on which the adjourned meeting is to be held will be posted within four days of the original meeting. At such an adjourned meeting the members of the community present shall constitute a quorum, irrespective of their number, but no additions shall be permitted to the original agenda.

(viii) Agenda for Annual General Meetings

The resolutions to be voted upon at the annual general meetings will be drawn up by the Council. Members of the Community may, however, insist on the submission of resolutions other than those proposed by the Council provided that the full text of such resolutions be submitted to the Chairman of the Council c/o the Consulate-General not less than seven days before the date of the meeting (the date of the meeting being included) under the signature of not less than ten members of the Community. Such additional resolutions will be posted on the Consulate General Notice Board (and electronically wherever possible) not less than six days before the date of the meeting (the date of the meeting included).

(ix) Affiliate organisations

The council may, if approved by a two thirds majority at a quorate meeting, grant Affiliate Status to any equivalent organisation, or any organisation whose purposes are compatible with the activities of the BCC. Such a grant will be reported to the next general meeting.

Members, officers and activists of affiliate organisations will be welcomed to all general meetings and activities as though they had resident status.

Officers of affiliate organisations will be welcomed to council meetings as observers, will be entitled to speak but not vote.

Affiliate status may be removed by a similar majority to that required to grant it.

(x) Patron

The council may invite an eminent and high ranking British person to serve as Patron of the BCC. He or she shall be entitled but not obliged to attend all or any meetings of the council as an observer, may not vote but may guide, advise and warn. Should the Patron attend a general meeting he or she will attend as a member of the council, and will normally be invited to address the assembly. The office of the Patron will receive twice yearly reports from the chairman, and he or she may request any further information which will readily be given.

The Patron will serve for five years, and thereafter may be invited to serve again if he or she agrees.

6. Extraordinary General Meetings

An Extraordinary General Meeting of the members of the Community may be called at any time by the Council. Such a Meeting will also be called by the Council on a written demand signed by not less than twenty-five members of the community addressed to the Chairman of the Council c/o The Consulate General. Within six days of the receipt of such a demand, a notice calling an Extraordinary General Meeting within twenty-one days will be posted. The calling and conduct of such a meeting will conform in all other respects to the rules for the calling and conduct of an Annual General Meeting.

7. The Consul General

The Consul-General or Acting Consul-General will be entitled to attend all meetings of the Community or of the Council but will have no vote. Notices and Minutes of the Council meetings will be sent to him (or her) in the same way as to members of the Council. The Consul-General or Acting Consul-General will be entitled to call the Annual General Meeting of the Community during the month of March or thereafter as laid down in **5(iii)** if the council fails to do so. He (or she) will also be entitled to call an Extraordinary General Meeting of the Community if the Council fails to do so in accordance with **6** or if he (or she) considers such an Extraordinary General Meeting to be urgently necessary. It is an objective of the Council that it will enjoy cordial relations with HBM's Consulate General in Istanbul.

8. The Council

a. Appointment of Officers

At the first meeting of the Council which will be held immediately after each annual general meeting of the Community, the Council will elect a Chairman, Vice-Chairman, Honorary Secretary Honorary Treasurer, Honorary Relief Officer, Honorary Fund-Raising Coordinator and any other officers as the council may from time to time decide.

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. An ex-Chairman will, however, be eligible for election as Chairman after the lapse of one year.

c. Meetings

Meetings of the Council will be called monthly, except in August, by the Chairman, or in his absence, the Vice Chairman. Notices of meetings, which will include the agenda of the meeting, will be despatched by the Chairman or Honorary Secretary not less than seven days before the date of the meeting. Notice of a meeting may however in special circumstances be given verbally or by email and will be considered as properly called notwithstanding that the full seven days' notice has not been given, provided always that all members of the Council present in Istanbul receive notice of the meeting. Members of the Council are entitled to raise at a meeting any matter of business under the item A.O.B.; the meeting shall not be restricted to the items on the agenda.

d. Voting

The voting at meetings of the Council will be by show of hands and by a majority of votes, the Chairman having an original and also a casting vote. A secret ballot shall be taken if it is demanded and seconded.

e. Quorum

A quorum at Council meetings will be formed when eight members of the Council are present. In the event of there not being a quorum, those present will conduct the business of the meeting, pass resolutions, prepare and circulate Minutes in the normal manner. In the event of there not being any objections within seven days of the dispatch of the Minutes, those Minutes and any decisions therein will stand as valid and endorsed by the full Council.

f. Minutes

The minutes of all Council meetings will be despatched to members within seven days the holding of each meeting.

g. Accounts

A statement of income and expenditure starting from the date of the previous statement presented to the Council shall be presented by the Honorary Treasurer to Council meetings in writing at least once in each quarter. The accounts, which will be closed on the 31st December in each year, will be audited prior to the annual general meeting by a person or persons appointed by a majority decision of the Council, and an income and expenditure Account with a Balance Sheet and report by the auditor or auditors will be submitted to each Annual General Meeting. The person or persons appointed by the Chairman to perform the audit will be those deemed by the Council to be fit and competent to perform the audit in compliance with current legislation (Turkish, British or otherwise) then prevailing and affecting the BCC and its operations.

h. Sub-Committees

The Council will have the power to invite any member or members of the Community to act on any sub-committee under the chairmanship of a member of the Council.

i. Vacancies

(a) In the event of death, permanent departure, resignation or prolonged absence or illness of any member of the Council, or of any member failing to attend three consecutive meetings of the Council without presenting apologies, the Council may invite a member of the Community to serve on the Council as his or her replacement. Any member invited during the year shall retire at the time of the next Annual General Meeting and may be nominated for election in accordance with **5 (iv)**.

(b) A member of the Council foreseeing a prolonged absence from Istanbul may propose another member of the Community to take his place on the Council, for the durations of his absence, subject to the approval of the Council.

j. Resignations

Council members may resign in writing (letter or email) addressed to the Chairman at any time and such resignation shall be circulated to all members of Council and deemed effective when acknowledged by the Chairman.

k. Consulate General

To further close links and cooperation with the Consulate General in Istanbul, HBM's Consul General shall be invited after each AGM to nominate a representative to the Council from Consulate staff. The nominee will be encouraged to participate actively in all meetings of the Council, and has the right to send a deputy when unable to attend in person. He or she will receive copies of Notices, Minutes, Accounts etc., but will not be entitled to a vote in any BCC Council; Annual or Extraordinary General Meetings. Moreover the nominee will not be considered to be a "member" for the purposes of making meetings quorate as per **5(vii)** and **8(e)** above.

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.

e. Liability Insurance

Trustees may arrange for trustee liability insurance cover

10. Funds

The Council's funds will be held by a reputable institution in the United Kingdom or elsewhere that comes under the jurisdiction of the High Court with the exception of a float in the hands of the Honorary Treasurer which shall not exceed an amount fixed from time to time by the Council.

11. Amendments

Any provision contained in this statute may be amended with the consent of a simple majority of members of the community present at a General Meeting, provided that:

(a) no amendment may be made that would have the effect of making the Charity cease to be a charity at law;

(b) no amendment may be made to alter the objects if the change would not be within the reasonable contemplation of the members of or donors to the charity;

(c) no amendment may be made to clause 2 without the prior written consent of the Charities Commission;

(d) A copy of any resolution amending the statutes is sent to the Charities Commission within twenty one days of it being passed.

12. Applicable Law

The Purposes of the Council do not and will not, to the best of the Council's knowledge:

- (i) Conflict with any laws binding on the Council; or
- (ii) Conflict with the constitutional documents of the Council; or
- (iii) Conflict with or result in default under any document which is binding upon The Council or any of its assets;

English Law will take precedence over all activities of the Council, and any disputes arising there from will be settled according to English Law.

13. Dissolution

The Council may be wound up or dissolved by a Special General Meeting at which three quarters of the members present and voting pass a resolution to the effect and also at a further General Meeting called within 28 days of the first and confirming the resolution by a like majority. The resolutions shall specify that:

The Council will be responsible for the orderly winding up of the Council's affairs, and the Trustees will remain in office as charity trustees for so long as is necessary for the responsible for winding up the affairs of the Charity in accordance with this clause.

- (a) The Trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
- (b) The Trustees must apply any remaining property or money:
 - (a) directly for the Objects, as approved by the Consulate General at the time.
 - (b) by transfer to any charity or charities for purposes the same as or similar to the Charity;
 - (c) in such other manner as the Charity Commissioners for England and Wales ("the Commission") may approve in writing in advance.
- (c) The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the resolution if it is consistent with the objectives of the council.
- (d) In no circumstances shall the net assets of the BCC be paid to or distributed among the members of the council.
- (e) The Trustees must notify the Commission promptly that the charity has been dissolved. If the Trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send to the Commission the charity's final accounts.