

IBM Hursley Retirees Club CONSTITUTION

The IBM Hursley Retirees Club is a Branch of the IBM UK Club. It receives a grant directly from IBM United Kingdom Ltd - hereinafter referred to as 'IBM', and takes functional guidance from an Oversight Manager appointed by IBM UK. The Club is a non-profit making organisation. Any surpluses will be used to improve the Club's activities and facilities.

- 1. Title** The title of the Club shall be the "IBM Hursley Retirees Club". hereinafter referred to as 'the Club'.
- 2. Objective** The objective of the Club is to organise recreational, educational and social activities for its Members and their guests.
- 3. Membership** The criteria for membership are defined by IBM and may be amended at IBM's discretion. Appendix A defines the criteria for membership of the Club which shall form part of the Constitution.
- 4. Management** The Club will be managed by a Committee elected at AGM and consisting of a Chairman, Secretary, Treasurer and at least three other Members. Five Members including one Officer shall form a quorum. A Club Member may only be on the main Committee of one IBM UK Club Branch. The Club Committee may co-opt additional persons at its discretion. The Committee will meet at least three times each year and all meetings will be formally minuted.
- 5. Election of Committee** Officers and Members of the Committee will be elected at the Club's Annual General Meeting (see below). They will hold office for one year and may stand for re-election in subsequent years.
- 6. Responsibilities of Officers** The Chairman will chair all Club Committee meetings and be the primary interface with IBM. In the Chairman's absence, the Club Committee shall elect a Member to act in his stead.
The Secretary will convene and minute all meetings.
The Treasurer will keep the Club's accounts and prepare all financial reports and submit to IBM as required. In addition the Treasurer will prepare an annual statement of accounts for the year ending 31st December and ensure the accounts are audited by a competent person who is independent of the Committee. A copy of the Club's audited accounts will be sent to IBM.
- 7. Finances** The Club will receive an annual grant directly from IBM. The amount will be at the discretion of IBM. Monies received by the Club will be applied for the benefit of its Members. Members and their guests may be required to make payments towards the cost of events and activities that are organised by the Club.
- 8. Annual General Meetings (AGM)** An Annual General Meeting will be held within fifteen months of the previous AGM and will be publicised to all Members at least one month in advance. The AGM will include a Chairman's report and a Treasurer's report, will formally accept the accounts, and will (re-) elect the Officers and Committee members for the coming year. Additional resolutions or questions may be submitted by Members at least three weeks in advance. Only Members of the Club present may vote.

- 9. Extraordinary General Meeting (EGM)** An Extraordinary General Meeting shall be convened at the request of either the Committee or upon receipt of a written request from not less than 30 members or 1/10th of the current membership, whichever is the fewer. The proposition submitted shall be the only subject of such meeting.
- 10. Trustees of the Club** The Trustee of the Club shall be nominated by the UK Director of Human Resources. In addition an IBM UK Oversight Manager will be appointed by the UK Director of Human Resources to oversee the operational relationship between the Clubs and IBM
- 11. Organisation of the Club** Members may attend events of other branches of the IBM Club and any cross-funding issues shall be resolved between the individual Clubs involved. Disputes and disagreements that cannot be resolved locally will be referred to the IBM UK Oversight Manager.
- 12. Constitution Changes and Local Bye-laws** This Constitution is owned by the Retiree Club and may be changed by resolution at a General Meeting. Changes must be ratified by the IBM Trustee. The Committee may make, repeal or amend local rules or Bye-laws consistent with the Constitution.
- 13. Responsibilities of Club Members** Members are required to conform to this Constitution and any local rules or Bye-laws when participating in Club events and activities. The Committee may suspend or withdraw membership of the Club from any Member whose conduct in its opinion is prejudicial to the interests of the Club; such a decision must be ratified by the IBM UK Oversight Manager.
- 14. Liability** Members and their guests attend or participate in meetings and activities organised by the Club at their own risk. The Club will ensure that any event provided by a 3rd party is covered adequately by the 3rd party's Public Liability Insurance. The IBM UK Oversight Manager will advise Clubs of the level of insurance cover required. The Clubs are advised to take out additional Public Liability Insurance to cover all Members and guests participating in Club events, as well as cover for Club Members who hold Club Officer/Committee member positions.
- 15. Membership Data** All data relating to Club members will be held securely by IBM by the UK Club Coordinator on behalf of the IBM UK Oversight Manager. This membership data will be made available to the individual Club Committees to whom the Members belong, allowing the Clubs to know who its Members are, communicate with them and organise events on their behalf. This data is only used for Club purposes and approval of Members must be sought if more of their personal data is to be more widely distributed. The membership data consists of Member name, IBM Personnel number, IBM Club to which they are affiliated, email address, home address and telephone number (if available). At a local level, data is collected detailing booking requests and payments for events. Minutes of meetings with attendee information and actions may also be recorded and published
- 16. Dissolution of the Club** The Club may be dissolved at a General Meeting of the Club by Resolution supported by 75 percent of those present, or by the Club Trustees in the event that the Club has been inactive for at least 6 months. In either case, the Club Committee will remain in place and shall have joint responsibility for the financial affairs of the club to ensure an orderly dissolution. Dissolution of the Club will be overseen by the IBM UK Oversight Manager.
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Appendix A

The eligibility criteria for employee, retiree and associate membership are defined as follows, **and may be varied from time to time at the discretion of IBM :**

Full Members:

Previous employee of IBM (UK) Ltd where;

- Employee retires from IBM and immediately takes DB pension
- Employee retires on ill-health grounds and immediately takes DB pension (no age restriction)
- Previously employed by IBM for 15 years or more; eligible to join as a full member when he/she draws DB pension

Surviving spouse/partner of a deceased IBM Retiree or IBM employee (in DB plan) from any of the categories above.

Full Members have voting rights.

Note: Contract staff and others whose employer is not one of the IBM United Kingdom Group of Companies are not eligible for membership according to the employee member classification.

Associate members:

Previously employed by IBM for 15 years or more continuously (in a DB pension plan) and not yet drawing their pension.

An employee divested from IBM during their employment, in a DB pension plan, is eligible to join the Club as an Associate member upon drawing their pension.

For the period between leaving IBM and drawing a pension Associate membership will be offered on payment of an annual subscription directly to the Club.

Note: Associate Members have voting rights.

Family members: the spouse/partner and dependent children aged 17 years or under of retiree members. The spouse/partner and children aged 17 or under of a deceased retiree member shall remain eligible for membership as family members (Children below 18 years of age can be included in events).

Note: Family Members do not have voting rights.