

IBM Retired Employee Club – Hursley Branch

The IBM Retired Employee Club - Hursley Branch is part of the IBM UK Club. The branch receives a grant directly from IBM United Kingdom Ltd - hereinafter referred to as 'IBM', and takes functional guidance from the Director of HR. The IBM Club is a non-profit making organisation. Any surpluses will be used to improve the Clubs' activities and facilities.

- 1. Title** The title of the Club shall be The IBM Retired Employee Club - Hursley Branch, 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.
- 4. Management** The Club will be managed by an elected Committee 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 an annual statement of accounts for the year ending 31st December and ensure that the accounts are audited by a competent person who is independent of the Committee. The Treasurer will ensure that a copy of the Club's audited accounts is sent to IBM.
- 7. Finances** The Club will receive an annual grant directly from IBM paid in January and June. 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 15 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 may be submitted by members at least three weeks in advance. Only members of the Club present may vote.

at 19 March 2010

9. Extraordinary General Meetings (EGM)

An Extraordinary General Meeting shall be convened at the request of either the Committee or on 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 Trustees of the Club shall be the IBM HR Director and his nominated HR representative.

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 HR Director or his nominated representative.

12. Constitution Changes and Local Bye-laws

This Constitution may be changed by resolution at a General Meeting and the changes must be ratified by the IBM Trustees. 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 Club Trustees.

14. Liability

Members and their guests attend or participate at their own risk in meetings and activities organised by the Club.

15. Membership Data

All data relating to Club members will be held by the IBM HR department and made available to the Committee. The approval of individual members must be sought if more of their personal data is to be more widely distributed.

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 Trustees shall immediately take over the financial affairs of the Club.

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 the trustees:**

Full Members:

Employee of IBM (UK) Ltd;
Employee retires from IBM and immediately takes DB pension (age 55+ in 2010);
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 four 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.
For the period between leaving IBM and drawing a pension Associate membership will be offered on payment of an annual subscription.

Note: Associate Members have voting rights.

Family members: the spouse/partner and dependent children aged 17 or under of employee members and retiree members. The spouse/partner and children aged 17 or under of a deceased employee member or 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.

