

IBM Retirees Club Midlands Constitution

The Clubs for IBM Retired Employees are autonomous Clubs established in geographical regions of the UK. They receive a degree of funding directly from IBM (UK) Ltd. Hereinafter referred to as 'IBM', and take functional guidance from the Director of HR. The Clubs are non-profit making organisations. Any surpluses will be used to improve the Clubs' activities and facilities.

- 1. Title** The IBM approved title of the Club shall be IBM Retirees Club Midlands, 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** On retirement, IBM employees may join the IBM Club of their choice (Retiree or Employee). The criteria for membership are defined by IBM and may be amended at their discretion after review with the existing membership of the Clubs. Appendix A defines the current criteria for membership of Retirees Clubs, which shall form part of this Constitution.
- 4. Management** The Club will be managed by an elected Committee consisting of a Chairman, Secretary, Treasurer, Membership Secretary, Newsletter Editor and at least one other member. Five members including one Officer will form a quorum. A member may only be on the main Committee of one Club. 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 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, attend the National Club Committee meetings and be the primary interface with IBM. In the Chairman's absence, the Club Committee shall elect a member to preside, attend or act in his stead.

The Secretary will convene all meetings and ensure they are correctly minuted.

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. All monies received by the Club will be applied for the benefits of their members. Members and their guest(s) may be required to make payments towards the cost of events and activities that are organised by the Club. Only a member and their first guest will be entitled to pay the subsidised cost of an event; second and subsequent guests will pay the full, unsubsidised cost.
- 8. Annual General Meetings (AGM)** An Annual General Meeting will be held annually (and exceptionally within 15 months of the previous AGM) and will be publicised to all members at least one month in advance. The quorum for an AGM shall be 20 members or 1/10th of the current membership, whichever is the less. 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 are allowed to vote.

IBM Retirees Club Midlands Constitution

9. Extraordinary General Meetings (EGM)

An Extraordinary General Meeting will be convened at the request of either the Committee or on receipt of a written request from not fewer than 20 members or 1/10th of the current membership, whichever is the fewer. A reason for such a meeting has to be specified and any such meeting will address that subject only. The quorum for an EGM shall be the same as for an AGM.

10. Organisation of the Club

Two IBM Trustees of the Club shall be the IBM HR Director and his nominated HR representative.

Members may attend events of other IBM Clubs 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.

11. 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 Club Committee may make, repeal or amend local rules or Bye-laws consistent with the Constitution.

12. Responsibilities of Club Members

Members are required to conform to the Club Constitution and any local rules or Bye-laws when participating in Club events and activities. Each Club will establish and publish the Club Constitution and any associated local rules.

The Club 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.

13. Liability

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

14. Membership Data

All data relating to Club members will be held by the IBM HR department and distributed to the Committee of the Club to whom they belong. There will be a general database of all Club members consisting of member name, IBM personnel number, type of member and IBM club to which they are affiliated which will be used solely to verify member status and entitlement. The approval of individual members must be sought if more of their personal data is to be more widely distributed.

15. 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.

Document Version Information

Document Title: IBM Retirees Club Midlands Constitution

Document Author(s): Alan Bridgman

Release Date: 8 March 2010

Previous Revision: 28 February 2009

Distribution List: IBM Retirees Club (Midlands) members; Louise Phillips

IBM Retirees Club Midlands Constitution

Appendix A

Eligibility Criteria for Membership of IBM Clubs

Full Members (any one of the conditions below)

- Employee of IBM (UK) Ltd
- Employee retires from IBM and immediately takes his/her IBM DB pension (age 50+ rising to 55+ in 2010)
- Employee retires on ill-health grounds and immediately takes his/her IBM DB pension (no age restriction)
- Previously employed by IBM for 15 years or more; will be eligible to join as a full member when he/she draws his/her IBM DB pension
- Surviving spouse/partner of a deceased IBM Retiree or IBM employee (in IBM DB plan) from any of the four categories above. (Children below the age of 18 years can be included in events).
Note: Full members have voting rights; family members do not.

Associate Members

- Previously employed by IBM for 15 years or more continuously; for the period between leaving IBM and drawing his/her pension, Associate Membership will be offered on payment of an annual subscription.
Note: Associate members have voting rights.