

IBM Retiree Club Constitution

1. Introduction

IBM Retiree Clubs are unincorporated associations which cover various geographical regions of the UK. They are self-governing, non-profit members' clubs forming part of the UK IBM Club. They take functional guidance from the IBM UK Club Trustee and the IBM UK Club Oversight Manager appointed by the Director of IBM HR.

2. Objective

The objective of the Club is to organise recreational, educational and social activities for its members and their guests. The Club is a non-profit making organisation. Any surpluses will be used to improve the Club's activities and facilities.

3. Membership

The criteria for membership are defined by IBM and may be amended at IBM's discretion. Schedule 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 UK IBM 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 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 their place. 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.

7. Finances

The Club will receive an annual grant directly from IBM. The amount will be at the discretion of IBM. In the event that the Company grant ceases, the Company will underwrite the Club in respect of reasonable commitments made prior to notification of the cessation of the Company grant.

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.

The Treasurer will prepare an annual statement of accounts for the year from 1st January to 31st December inclusive and submit to the Club Oversight Manager by 31st March of the following year for validation by the Finance Steering Committee of the UK IBM Club.

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8. Annual General Meetings (AGM)

An AGM must be held by 30th April, publicised to all Members at least one month in advance.

The AGM will include a Chairman's report and a Treasurer's report containing the FSC validated annual statement of accounts for Members approval. The AGM 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 Retiree Members and Dependant 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. Trustee of the Club

The Club Trustee will be nominated by the UK Director of Human Resources. In addition, a Club 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

All members of the UK IBM Club may attend events at any UK IBM Club - Local or Retiree – and may also obtain access for family members (or one guest in place of a spouse or partner) at the relevant advertised price.

Different event prices and subsection subscription rates may be applied to members from other Clubs, provided the justification is recorded by the Club Committee. Any cross-funding issues shall be resolved between the individual Clubs involved.

Clubs may prioritise access to events with limited places to allocate first to those requested by members of their own club, then to members of other clubs and finally to non-members.

Non-members can attend events provided that they do not benefit from any portion of the Company grant.

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 proposed must be ratified by the Club Trustee. The Oversight Manager or Club Trustee may also request changes.

The Retiree Club may make, repeal or amend local rules or Bye-laws consistent with the Constitution. Any Retiree Club Bye-laws must be sent to the IBM Club Oversight Manager for reference.

The Club Trustee may from time to time make changes to the attached schedule at their sole discretion.

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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 or Club Trustee 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 Oversight Manager.

14. Liability

Members and guests attend or participate in meetings and activities organised by the Club at their own risk. Committee and other Club members acting on behalf of the Club as event organisers will be covered by indemnity insurance against loss arising from claims of liability or negligence. For IBM employees, this is part of the global IBM policy. For retiree, dependant or family members this is via a separate policy taken out on behalf of all Clubs and funded from the Club grant. See the Operating Guidelines for the current level of cover. There is no personal accident/injury cover provided by the club's insurance so individuals should understand and act on their own insurance needs.

15. Membership Data

All data relating to Members of the Club must be held securely by the Club and must only be used for Club purposes. Membership data will be made available to Club Committees, allowing the Clubs to know who its Members are, communicate with them and organise events on their behalf. All (Sensitive) Personal Information data must be held on an IBM approved storage application or held in password-protected files on encrypted local Personal Computer storage. 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 Club level, non-sensitive personal information may be collected, such as 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 Trustee 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 Club Oversight Manager.

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Schedule A - Membership

The eligibility criteria for Retiree, Dependant and Family membership are defined as follows, and may be varied from time to time at the discretion of IBM:

Retiree Members

Any ex-IBM employee with 10 years of service who has attained minimum pension age for their plan regardless of Pension Plan or whether they are in receipt of their Pension.

Retiree Members have voting rights.

Dependant Members

The surviving spouse/partner of a deceased IBM Retiree who was an eligible member of the UK IBM Club.

Dependant Members have voting rights.

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

Family Members

1. The spouse/partner and dependent children aged 17 years or under of Retiree Members.
2. The children aged 17 or under of Dependant Members.

Note: Family Members do not have voting rights.

Version Control

Version 13.3a – Jan 2021 – Legal status of the Retiree Clubs defined in line with Operating Guidelines. Ownership of Constitution and how changes made clarified. Membership category of Dependant included in Schedule A, in line with published Membership Lists.

Version 13.2 – Dec 2020 – Club naming rationalised. Schedule B (underwriting of commitments) moved into constitution para 7.

Version 13.1 – Nov 2020 – This constitution now applies to all Retiree clubs with a procedure for requesting changes.

Clarification made of annual accounts preparation, benefit of membership and data protection.

Liability insurance and Membership categories updated in line with overall Club policy.

Version 12 – Sept 2019 – Updated the Liability section

Version 10.3 – 28/03/18 Removed the associate member category, updated the retiree eligibility, clarified the wording on Liability

Version 10.1 – 10/2/2016 – minor typos and updates made in connection with DC Retiree/ Leaver membership eligibility

Version 10 – 3/2/2016 – changes made to include DC Retiree Leavers with 15 years IBM service

Version 9.1 – 14/1/14 typo correction

Version 9 – 30/12/13 changes made by IBM following input from Retiree Clubs

Version 8 – 09/10/13 changes made by IBM to reflect overlap with the UK Operating Guidelines