

# CONSTITUTION FOR LOCAL IBM CLUBS WHICH FORM PART OF THE UK IBM CLUB

## 1 Scope and applicability

Local IBM clubs are unincorporated associations established at IBM locations, or covering other geographical regions of the UK. They are non-profit organisations forming part of the UK IBM Club, and they receive funding from IBM and governance from a Trustee and Oversight Manager appointed by the UK Director of HR. Every Local Club member is a member of the local IBM club of their choice, and this confers voting rights. The local IBM clubs exist to provide benefits to all UK IBM Club members on an equal basis.

This constitution is intended for use by all Local Employee Clubs except Hursley. In the case of the Hursley Club the Constitution is controlled by its Members under the provisions of the Licensing Act 2003.

## 2 Definitions

In this constitution:

- a) 'The company' means the IBM United Kingdom Group of Companies.
- b) 'The UK IBM Club' means the organisation which provides IBM Club benefits to its members on behalf of the company. This organisation comprises IBM management, support staff, and the autonomous local IBM clubs.
- c) 'The Trustee' means the nominated representative of the UK IBM Director of HR.
- d) 'The Oversight Manager' means the nominated representative of the UK IBM Director of HR who is appointed to oversee the relationship between the UK IBM Club and the Company.
- e) A 'local IBM club' means one of the autonomous members' Clubs established at IBM locations, or covering other geographical regions of the UK, which form part of the UK IBM Club and to which this constitution applies.
- f) 'The Club' means the individual local IBM Club to which this Constitution applies.
- g) 'The Committee' means the committee of the Club as hereinafter constituted.
- h) 'The Finance Steering Committee' (FSC) are volunteer representatives who review local Club accounts and provide assistance where required to finalise the annual grants allocation for local clubs in conjunction with the Oversight Manager.

## 3 Name of the Club

The Club shall have a name agreed by the Oversight Manager, and the name of the Club shall be used to distinguish the Club from other UK IBM Clubs.

## 4 Objectives

The Club exists to promote and encourage recreational, cultural and social group activities for members and their guests.

## 5 Membership

- a) Membership of the Club shall be open to any person who shall subscribe to the objectives of the Club and who shall be eligible for membership as defined in Schedule A - Membership eligibility. Eligibility criteria may be varied from time to time at the discretion of the Trustee.
- b) A membership subscription may be payable by members at rates and frequencies of payment set by the trustee in Schedule B of this constitution. Collection of employee membership subscription payments shall be arranged by IBM. Retiree member subscriptions (where applicable) will be paid directly to the local IBM Club. Any member may be exempted from paying a membership subscription at the sole discretion of the Trustee.
- c) Any person eligible for membership as an employee, retiree or dependant member may apply to IBM for UK IBM Club membership, and may nominate the local IBM Club of their choice. If the application is accepted the person shall become a member of the nominated local IBM Club.

- d) Any person who is an employee, retiree or dependant member of a local IBM club may apply to IBM to change the local IBM club of their choice. If the application is accepted the person shall cease to be a member of the local IBM Club of which they were formerly a member and shall become a member of the nominated local IBM Club.
- e) Family members are members of the same local IBM club as the employee, retiree or dependant member upon whom their eligibility for membership as family members depends.
- f) Any employee, retiree or dependant members of the Club may resign their membership at any time by notifying IBM. Any member who resigns during a membership subscription payment period shall remain liable to pay the applicable membership subscription payment for the payment period during which they resign.
- g) Any person who is a member of the Club and who ceases to be eligible for membership of the Club shall be deemed to have resigned their membership. A member may cease to be eligible for membership of the club as a result of a change in their personal circumstances, or a change to this constitution, or, in the case of family members, a change in the personal circumstances of the employee, retiree or dependant member upon whom their eligibility for membership as family members depends.
- h) Any person who is a member of the Club and for whom a membership subscription is payable but from whom no payment is received shall be deemed to have resigned their membership.
- i) All data relating to employee, retiree and dependant members of the Club will be held securely by IBM and local IBM Clubs. This 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. This data is only used for Club purposes. The membership data consists of member name, IBM Personnel number, IBM Club to which they are affiliated, email address, and for retiree or dependant members only, home address and telephone number (if available). 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. 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.

## 6 Management

### a) Officers

The Officers of the club shall include a minimum of Chairman, Treasurer and Secretary. Officers shall be members of the UK IBM Club.

The Chairman or their appointed deputy will chair meetings of the Committee, represent the Committee's views to the Members, and be the primary delegate for discussing matters on behalf of the Club with other stakeholders, including the Oversight Manager and other Club Officers & Committees.

The Secretary or their appointed deputy will convene meetings of the Committee, ensure that they are minuted, and make the minutes available to Members and the Company upon request.

The Treasurer will keep full and accurate Club accounts, prepare all financial reports and submit to IBM as required.

### b) The committee

The committee will include the officers of the Club and at least 3 other members. A Member may only be on the main Committee of one Club.

The Committee may from time to time appoint one or more subcommittees to oversee the running of events for special interest subsections of the Club. Such subcommittees will conduct and report on their activities in accordance with the direction of the committee and may charge a subscription for membership of the subsection.

### c) Committee meetings

The committee shall meet not less than once every 8 weeks. A quorum of a committee meeting shall be three members including one officer. If a quorum is not present within half an hour of the appointed start time, or a quorum ceases to be present, the meeting may be adjourned. The committee may reconvene the meeting giving at least seven days' notice. If no quorum is present at the reconvened meeting within fifteen minutes of the specified start time then the Members present shall constitute the quorum for that meeting. This procedure may be modified by a by-law.

The committee may co-opt members at any committee meeting to fill vacant positions.

d) By-laws

The Committee may establish by-laws to assist with the running of the Club, consistent with this Constitution. The Oversight Manager must be notified of any by-laws that are implemented for reference purposes.

e) General meetings

I. Annual General Meeting

The secretary will convene an Annual General Meeting (AGM) at least once every 15 months, giving at least 28 days' notice. The quorum shall be twelve members or 25% of the membership, whichever is the less. If a quorum is not present within half an hour of the appointed start time, or a quorum ceases to be present, the meeting may be adjourned. The committee may reconvene the meeting giving at least seven days' notice. If no quorum is present at the reconvened meeting within fifteen minutes of the specified start time then the members present shall constitute the quorum for that meeting. This procedure may be modified by a by-law.

The business of the AGM will include:

- The Chairman's report
- The Treasurer's report
- Adoption of the accounts along with the report of any independent inspection or audit that may have been carried out
- Member's resolutions received by the secretary at least 21 days prior to the meeting
- Member's resolutions taken from the floor at the discretion of the Chairman
- Resignation of existing Officers and ordinary Committee Members
- Election of Officers and ordinary Committee Members based on nominations received. The process for receiving nominations and for conducting elections may be set out in a by-law.

Only employee, retiree and dependant members of the club may vote to elect Committee Members, or on any resolution.

II. Extraordinary General Meeting

The Secretary will convene an Extraordinary General Meeting (EGM) at the request of the Committee, or on receipt of a written request from members representing a quorum, setting out the reasons for requesting an EGM. The EGM will only deal with the business for which it is convened. Notice and voting procedures for the EGM are the same as for an AGM.

f) Allocation of funds

The Club's financial year shall run from 1st January to 31st December inclusive.

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 Local IBM Club in respect of reasonable commitments made prior to notification of the cessation of the Company grant.

The Finance Steering Committee has discretion to adjust the grant based on the performance of each local Club. The Club will also receive annual subscription payments from employee members. These funds collectively may be used to subsidise the participation of members in the IBM Club.

g) Communication

The committee shall oversee the communication of activities of the Club using such mechanisms as most productively serve the members. Club distribution lists will only be used for the benefit of members. The Club name shall not be used for any trade, advertising or business purpose, or in connection with any legal proceedings.

h) 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 (except Hursley) and funded from the IBM Club grant. See the Operating Guidelines for the current level of cover.

i) Members' responsibilities

Members are required to conform to this constitution and any associated by-laws. The Committee or Club Trustee may suspend or withdraw membership of the Club, or withhold access to Club activities, from any member whose conduct in its opinion is deemed prejudicial to the interests of the Club; such a decision must be ratified by the oversight manager.

Disputes shall be resolved by the local Committee in the first instance then the Oversight Manager will resolve any disputes that cannot be resolved by the local Committee.

j) Dissolution

The Club may be dissolved at a general meeting of the Club by a resolution supported by 75% of those present, or by the Trustee at their sole discretion. 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 UK IBM Oversight Manager.

k) Changes to this constitution

This constitution is owned by the local IBM Clubs who may request changes via the Oversight Manager. The Oversight Manager or Club Trustee may also request changes. Proposed changes will be communicated to the Chairperson from each Club and changes will be implemented if a consensus from all responses received within 30 days exceeds 50% in agreement. In the event of no responses being received, the changes will be implemented after 30 days. In the event of an equal number of opposing views being received after 30 days, the consultation period will be extended 10 days and if still tied then the Club Trustee will have the casting vote. All changes must be ratified by the IBM Trustee.

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

## Schedule A – Membership eligibility

The eligibility criteria for the categories of membership are defined as follows, and may be varied from time to time at the discretion of the Oversight Manager in consultation with the IBM Trustee:

- Employee members  
Regular employees of IBM UK.  
This is a voting category.  
Note: Contract staff and others whose employer is not IBM UK are not eligible for membership according to the employee member classification.
- 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're in receipt of their Pension.  
This is a voting category.
- Dependant members  
The surviving spouse/partner of a deceased IBM Retiree, joining the same club where the Retiree was a member.  
This is a voting category.
- Family members
  1. The spouse/partner and dependent children aged 17 or under of employee and retiree members.
  2. The children aged 17 or under of a dependant member.This is a non-voting category.

## Schedule B – Membership subscriptions

Subscriptions payable by each category of membership are as follows, and may be varied from time to time at the discretion of the IBM Trustee:

Category of membership	Subscription
Employee members	50p a week, deducted from salary (Hursley may be different)
Retiree members	£26 per annum, payable to the Club directly*
Dependant members	£26 per annum, payable to the Club directly*
Family members	No subscription payable

\*Retiree members who left IBM on a Defined Benefit Pension Plan prior to April 2018 are entitled to free membership of an IBM Club as stated in the letter they received upon leaving IBM. This entitlement transfers to spouse / partner joining as a Dependant member.

## Version information

Version	Date	Comments
2.1	Jan' 21	Dependant membership category added. Legal status of clubs defined in line with Operating Guidelines. Maximum subsidy % moved to Operating Guidelines.
2.0	Oct' 20	Members' entitlement to benefit moved to Operating Guidelines.
1.13	Feb'20	Updated Liability section to clarify Guests are not covered in the Liability Insurance
1.12	Jun '18	Updated the Liability section to clarify the wording.
1.11	Apr '18	Removed the Associate Member category, updated the data privacy section, removed any reference to the National Committee, amended the eligibility for a retiree member and updated the membership subscriptions
1.10	Sep '17	Employee subscription increased from 5p to 50p a week.
1.9	Dec '15	Remove clause restricting associate members to events run by their club of affiliation.
1.8	Dec '15	Expanded definition of Associate Members to include leavers with an IBM defined contribution pension
1.7	Jan '14	Removed one of two references to co-opting members onto the Club Committee
1.6	Jan '14	Updated with additional National Committee comments
1.5	Jan '14	Updated to incorporate feedback following Dec 2013 NC call
1.4	Sep '13	Updated to reflect changes in the UK Clubs organization and sections removed that appear in the UK Operating Guidelines.
1.3	Nov '12	Include definition of the oversight manager's role. Acknowledge that members' e-mail addresses may appear in the membership list where provided, and that members' addresses and telephone numbers may be provided to the club with which they are affiliated. Remove some case inconsistencies. Clarify the controls on disbursements. Clarify role of FSC and route of subscription payments. Clarify the notification period for changes to the company grant.
1.2	Mar '10	Simplification of eligibility criteria for retiree and associate membership. Removal of references to company-funded associate members. Reinforcement of voting rights in Schedule A.
1.1	Jan '10	All membership categories now defined in Schedule A as suggested by Martin Hughes and agreed by Gary Glazerman.
1.1	Dec '09	Expansion of retiree member definition to absorb associate member - company funded. Expansion of associate member definition to include those with a defined benefit pension transferred to another employer.
1	Oct '09	Revision of long standing constitution arrived at with contributions from Alan Bridgman, David Brunton, Dave Clark, Sarah Cornick, Judith Croke, Ann-Marie Falcus, Gary Glazerman, Dave Jones, Charles Loving, Patrick O'Neill, Linda Richards, Andy Smith, Andy Stirling, Cyril Thomas.