

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

1 Scope and applicability

Local IBM clubs are autonomous members' clubs 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 Director of HR.
- d) 'The Oversight Manager' means the nominated representative of the UK 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 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 member or retiree 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 member or retiree 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 member or retiree member upon whom their eligibility for membership as family members depends.
- f) Any employee or retiree 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 member or retiree 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 members and retiree members of the Club will be held securely by IBM. 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 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, and for retiree members only, 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.

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 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 and retiree 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 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) Application and management 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. 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 members. These funds collectively may be used to subsidise the participation of members in the IBM Club. The proportion of all expenditure during a year that is attributable to the company grant must not exceed 50%.

All members who pay a subscription of the local IBM Club may access Club events at the member price. Members who pay a subscription may obtain access for one guest in place of or in the absence of a spouse or partner at the member price. Members who do not pay a subscription, members of Retiree Clubs and other non-members, may attend events and may be offered member prices however this is at the discretion of the Committee, different prices may be offered. It should be noted that non-members can attend events but this is provided that they do not benefit from any portion of the Company grant.

Employee and retiree members of the Club may attend events at any IBM UK Club. Any cross-funding issues shall be resolved between the individual Clubs involved. However, different subscription rates for membership of a Club subsection may be applied to members from other IBM UK Clubs, provided the justification is recorded and agreed to by the Club Committee.

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.

All employees participating in IBM Club events are covered under the Global IBM Policy. This policy provides insurance cover for up to a maximum of \$5m.

Retirees, family members and guests are covered by a public liability insurance policy which is taken out on behalf of all Clubs (this is organised and paid for centrally). This policy also covers Club Officers acting on behalf of the Club. The policy provides liability insurance cover for up to a maximum of £5m. A copy of the insurance certificate is on the following website: <http://www.ibmclub.org.uk>

In the event of an incident, the affected Club is responsible for handling and reporting the incident to the relevant policy provider. The IBM Oversight Manager should also be notified.

i) Members' responsibilities

Members are required to conform to this constitution and any associated by-laws. The Committee 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.

Changes must be ratified by the IBM Trustee. The Club may make, repeal or amend local rules or by-laws consistent with the Constitution. The Oversight Manager must be notified of any by-laws that are implemented for reference purposes.

Changes to the attached schedules may be made by the Trustee from time to time at their sole discretion and with immediate effect and are not considered as changes to this constitution.

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
 1. 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.
 2. The surviving spouse/partner of a deceased IBM Retiree from any of the categories above.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 deceased Retiree/Employee member shall remain eligible for membership as family members as long as the spouse/partner of the deceased becomes the Retiree/Employee member in their place.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
Retiree 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 to an IBM Club as stated in the letter they received upon leaving IBM.

Schedule C – Company grant

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.

Version information

Version	Date	Comments
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 '	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.