

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 trustees appointed by the UK Director of HR. Every UK IBM Club member is also a member of the local IBM club of their choice, and this confers voting rights and may influence funding decisions. However, 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 IBM clubs except in special cases where the trustees approve an alternative constitution. This may arise if specific terms are required by a particular local IBM club for legal or administrative reasons. Currently this only applies to the IBM Hursley Club where the constitution is governed and constrained by the requirements of the 2003 Licensing Act.

Historically, two distinct types of local IBM club have existed, namely 'employee' clubs and 'retiree' clubs. This constitution is intended for use by both former types of local IBM club, and aims to bring common goals and governance while enabling local IBM clubs to retain their individual characters. This constitution was created in 2009 by combining the previous constitutions used by employee clubs and retiree clubs and introducing some new provisions to improve clarity and support the best practice in running local IBM clubs and organising the activities and benefits they offer.

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 local IBM clubs which provide benefits to UK IBM Club members.
- c) 'The trustees' means the nominated representatives of the UK Director of HR, or the successor to that post, who are appointed by the company to oversee the activities of the UK IBM Club. 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, receive funding from the company and governance from the trustees, and exist to provide IBM Club benefits to UK IBM Club members.
- d) 'The club' means the individual local IBM club to which this constitution applies.
- e) 'The committee' means the committee of the club as hereinafter constituted.
- f) 'The National Committee' means the body of representatives from each local IBM club that meet from time to time to discuss club policy and best practices, and to approve funding for local IBM clubs.
- g) 'The Finance Subcommittee' is the annually elected set of National Committee representatives chosen to review local club accounts, to calculate annual grants and subscription payments to local clubs, and to make recommendations on these for agreement by the National Committee.

3 Name of the club

The club shall have a name agreed by the trustees, and the name of the club shall be used to distinguish the club from other local IBM clubs. By convention the names of local IBM clubs are of the form 'IBM Club' or 'IBM Retiree Club' followed or preceded by the name of an IBM location or other geographical region of the UK.

4 Objectives

The club exists to promote and encourage recreational, cultural and social group activities of employees and retirees of the company.

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 trustees.

- b) A membership subscription may be payable by members at rates and frequencies of payment set by the trustees in Schedule B of this constitution. Collection of membership subscription payments where applicable shall be arranged by the trustees, or their delegate. Any member may be exempted from paying a membership subscription at the sole discretion of the trustees.
- c) Any person eligible for membership as an employee member, retiree member or associate member may apply to the trustees, or their delegate, 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, retiree member or associate member of a local IBM club may apply to the trustees, or their delegate, to change the local IBM club of their choice. If the application is accepted the person shall cease to be a member of any 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 person who is an employee member, retiree member or associate member of the club may resign their membership at any time by notifying the trustees, or their delegate. 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 an employee member, retiree member, family member or associate 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 associate members, a change in the criteria set down in Schedule A, 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 an employee member, retiree member or associate member of the club and for whom a membership subscription is payable but from whom no payment is received within the applicable period specified by the trustees shall be deemed to have resigned their membership.
- i) The trustees shall keep a register of the names, IBM personnel numbers and local IBM club of choice of all employee members, retiree members and associate members of the UK IBM Club. In addition, this register will show those eligible for retiree and associate membership who have not yet become members. The trustees shall make the register available to any member of the UK IBM Club who needs to consult the register for the purposes of establishing or maintaining membership of a local IBM club or administering its meetings or providing activities for members of the UK IBM Club, providing that such purposes are authorised by the committee of a local IBM club or arise from the provisions of this constitution.

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 membership, and be the primary delegate at meetings of the National Committee.

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 on request.

The treasurer will keep full and accurate accounts for the calendar year, and make them available within the first quarter of the following year. If the trustees ask the club to carry out an independent inspection or audit then the treasurer will engage a suitably qualified inspector or registered auditor and make their report available with the accounts.

b) The Committee

The Committee will include the officers of the club and a number of ordinary members. Ordinary members shall be members of the UK IBM Club.

c) Subcommittees

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.

d) Committee Meetings

The Committee shall meet not less than once every 8 weeks for employee clubs, and not less than 3 times a year for retiree clubs. 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.

e) By-laws

The Committee may establish by-laws to assist with the running of the club, consistent with this constitution and subject to ratification by the trustees.

f) 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, retiree and associate 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.

g) Application and management of funds

The club's financial year shall run from 1st January to 31st December inclusive. The trustees may ask the club to carry out an independent inspection or audit of the club's accounts, and will reimburse the club for reasonable costs associated with carrying out such an independent inspection or audit at their request.

The club will receive an annual grant from the company based on the number of employee and retiree members as set out in Schedule C. It will also receive annual subscription payments from members. These funds may be used to subsidise the participation of members in IBM Club events at a member price. The proportion of all expenditure during a year that is attributable to the company grant must not exceed 50%.

All members of the UK IBM Club may access club events at the member price. Employee and retiree members may obtain access for one guest in place of or in the absence of a spouse or partner at the member price. Other non-members may attend events at the discretion of the committee, provided that they do not benefit from any portion of the company grant.

From time to time participation in the club's events by members of another club may cause an imbalance in funding. Such an imbalance shall be resolved by negotiation between the affected clubs. If a resolution is not found the issue shall be referred to the National Committee in the first instance, and if necessary to the trustees.

The club shall use the services of a recognised bank or building society. Withdrawal of funds shall require the signature or auditable consent of at least two officers. All funds shall be applied for the benefit of members.

Employee clubs shall not organise activities deemed unsuitable or unsafe by the company. The company will provide a list of such activities.

h) **Communication**

The committee shall oversee the communication of activities of the club using such mechanisms as most productively serve the membership. 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.

i) **Liability**

Members and guests participate in club activities at their own risk. Notwithstanding this the club will ensure that any event provided by a third party will be adequately covered by the third party's public liability insurance. The company will inform employee clubs of the required level of cover.

j) **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 is deemed prejudicial to the interests of the club, subject to ratification by the trustees.

Disputes shall be resolved by the committee in the first instance, or by the National Committee if resolution is not found. The trustees will resolve any disputes that cannot be resolved by the National Committee.

k) **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 trustees at their sole discretion. The trustees shall take over the financial affairs of the club if necessary to ensure an orderly dissolution.

l) **Changes to this constitution**

Changes to this constitution must be approved by the trustees and by a majority of members present at a general meeting. Changes to the attached schedules may be made by the trustees from time to time at their sole discretion and with immediate effect and are not considered as changes to this constitution.

7 **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 trustees:

- **Employee members:** employees of the company. Employee member eligibility includes regular employees of the IBM United Kingdom Group of Companies. 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. This is a voting category.
- **Retiree members:** former employees of the company who began drawing a defined benefit IBM pension immediately on retirement from IBM, or who are now drawing a previously deferred defined benefit IBM pension having had 15 years or more continuous IBM service. This is a voting category.
- **Associate members:** former employees of the company with 15 years or more continuous service who have a deferred defined benefit IBM pension, or a defined benefit pension transferred from IBM to another employer as part of an outsourcing deal or divestiture. This is a voting category.
- **Family members:** the spouse/partner and dependent children aged 17 or under of employee, retiree and associate 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. This is a non-voting category.

8 **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 trustees:

Employee members	5p a week, deducted from salary
Retiree members	No subscription payable
Family members	No subscription payable
Associate members	£25 a year, payable to their club of choice

9 **Schedule C - Company grant**

The company shall pay an annual grant to the club at the following rates which may be varied from time to time at the discretion of the trustees:

£85 for each of the first 50 employee or retiree members, plus £25 for each of the other employee or retiree members.

10 **Version information**

Version	Date	Comments
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.
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.
1.1	Jan '10	All membership categories now defined in Schedule A as suggested by Martin Hughes and agreed by Gary Glazerman.
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.