

IBM Retired Employees' Club – London Branch

Minutes of the Extraordinary General Meeting Wednesday 23 November 2022 Held via a ZOOM facility.

1. Present

Committee Members

David Sparrow (DS)	Chairman, Mailshots
Pauline Schurer (PS)	Secretary
Harvey Schonfeld (HS)	Treasurer
Keith Andrews (KA)	Minutes
Sue Andrews SA)	Events
Nigel Bartlett (NB)	Website
Joan Russel (JR)	Retiree News Team
Peter Morley (PM)	Database Co-ordinator
Chris Nickless CN)	Events
Simon Russel (SR)	Retiree News Team
Pete Wells (PW)	Theatre/Shows
Tony Shortman (TS)	Retiree News Editor
Derrick Daines (DD)	Events

In addition to their specific responsibilities, most Committee members also organise events. We had 49 members attending.

2. Apologies for Absence

Apologies for absence were received from 311 members of which 223 had given their proxy votes to the Chairman in favour of the two proposals.

3. Introduction

David Sparrow opened the meeting and gave a warm welcome to attendees at the EGM.

The need for the EGM was because IBM had removed funding from all its Employee and Retiree Clubs, had then closed down all of the Clubs and wanted all association with the Clubs removed completely. Many of the Clubs have closed down and some others, us included, want to continue as a self governing non-profit unincorporated association. To achieve this we have to change the name of the Club, draft a new Constitution and Operating Guidelines and move the membership from the old Club to the new Club. Work to achieve this has been progressing over the past few months and is necessary to comply with GDPR, as we have to become the Data Controller of the members' data, rather than IBM, who currently are the Data Controller. The reason ZOOM was being used for the EGM was because it was cheaper than the high cost and practicality of hiring available space now that we are not allowed to use IBM or Kyndryl office space. This has been the method used for all our committee meetings, since the Covid-19 pandemic, and has worked well.

DS then went on to present the Agenda for the EGM. This was to ask the members to approve the proposed Constitution of the London IBM Retirees Club (LIRC), which had been sent to all members in advance of the meeting, and to elect the current Committee members of the IBM Retired Employees' Club to the new London IBM Retirees Club from the 1st January 2023.

4. Questions raised in advance of the meeting

a: Should all members not be given the right to vote ?

This right to vote was given in the invitation for current members to become members of the London IBM Retirees Club. Those who elected to join had the opportunity to attend the EGM and vote or give Apologies for Absence with/without proxy votes to the Chairman. Those who requested to join the new Club but have not taken one of the options above have chosen not to vote.

b: In paragraph 13 of the Constitution, should the word 'may' be replaced by the word 'will'?

The legal advice is: 'The wording does not compel any of the personal data to be used by the Club but makes it clear that if the Club makes any use of that data, it is only allowed to do so for the Club-related purpose. It is felt there is no ambiguity in the wording'.

c: Is any trading profit subject to corporation tax and, if there is a profit, must a tax return be made? Does the Clubs planned objective of organising events and activities for members count as trading for this purpose? Will positive end of year balances be taxable?

The current IBM Retiree Club Constitution states that we are an unincorporated association, and the new Constitution is no different. We have never made a profit and do not plan to make a profit in the future. In some years there has been a small surplus and in other years there has been small deficit, and this what we expect will happen in the future. Our plan is to charge an uplift on the cost of each event to cover our annual overheads. We will adjust the uplift accordingly so as to continue as a not-for-profit association. Hopefully we will not be dragged into either reporting for corporation tax purposes or VAT.

d: Should some eligibility rules be relaxed?

As an independent Club we should be able to include anyone the Club chooses, IBM retirees or not.

e: Should we charge an annual subscription?

Not at this stage. A small uplift being charged on each event is favoured at present. HS outlined some of the more expensive items such as Public Liability Insurance(PLI) for the Committee members, any external audit fees, if required, website costs and Committee expenses.

5. Questions asked at the meeting.

Howard Barlow asked if the Public Liability Insurance was paid for by IBM in the past to which the answer was 'Yes, but from within the grant money'. Would they pay for it now, 'No'. Howard further asked if we really needed to use the lengthy EGM or AGM route to incorporate an Annual Subscription option should it be required. The answer was that as HS has managed our expenses very well to date, and providing we continue like that, it should not be necessary. Another method to increase our revenue, if required, was to adjust our 'uplift' to cover extra expense.

6. Vote to approve the new Constitution

An electronic voting system in ZOOM was used for members to vote on whether they accepted the new Constitution or not. The poll result was 100% in favour of the new Constitution.

7. Vote to approve the current Committee members for the new Club

The same polling method was used for members to vote on whether they accepted the current Committee members of the IBM Retired Employees' Club to be the Committee of the London IBM Retirees Club from the 1st January 2023. The poll result was 100% in favour of the proposal.

8. End of Meeting

DS thanked everyone for their participation. DS asked PM if he knew what our current number of members was for the London IBM Retirees Club. PM stated that this was 648 members, although this is still a work in progress. This equates to about 50% of our original number of 1320 members. DS mentioned that he had put a reminder to members regarding joining the new Club in his section of the last Retiree News of the old Club being sent out to members tomorrow, 24/11/2022 and a separate follow-up email will be sent to those current members who have not responded, before year end 2022. The meeting closed at 10:40.