

IBM AUSTRALIA LIMITED QUARTER CENTURY CLUB, SYDNEY CHAPTER

1. CHAPTER TITLE

The organisation shall be known as the IBM Quarter Century Club, Sydney Chapter which shall hereinafter in this constitution be referred to as 'the chapter'.

2. OBJECT OF THE CHAPTER

The object of the chapter shall be to promote goodwill and fellowship among members in a nonbusiness environment.

3. NON-PROFIT ORGANISATION

The income and property of the chapter whensoever derived shall be applied solely towards the promotion of the objectives of the chapter and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the chapter provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the chapter or to any member of the chapter in return for any services actually rendered to the chapter or reasonable and proper rent for premises let by any member of the chapter.

4. MEMBERSHIP

Membership of the chapter shall be limited to persons who are members of the IBM Quarter Century Club.

5. LEVY

- a) The Committee of the chapter may propose, and the membership of the chapter shall approve by a simple majority at an Annual General, Special or Chapter meeting, the amount of an annual levy.
- b) Payment of the levy will be voluntary and there shall be no obligation on any member of the chapter to pay the levy.
- c) Notice of any proposal by the Committee to introduce, or change the amount of, a levy shall be circulating to all members at their last known address at least fourteen days before the meeting at which the proposal shall be made.

- d) The Committee shall advise all members in writing of the outcome of any such proposal.

6. MANAGEMENT OF THE CHAPTER

- a) The control and management of the chapter shall be vested in a committee (hereinafter called "the committee"). The committee shall consist of a minimum of seven members, which shall include the President, the Secretary, the Treasurer, and four other members. All of the members of the committee shall be honorary office bearers.
- b) The Immediate Past President of the chapter shall be entitled to participate as an eighth member of the committee. However, if the immediate past president of the chapter is unable or unwilling to participate in the membership of the committee, or if he or she is elected to the position of Secretary or Treasurer, then the committee shall be entitled to elect another chapter member to be the eighth member of the committee.
- c) The executive shall consist of the President, the Secretary, the Treasurer and the IPP (Immediate Past President).
- d) The President shall:
 - ensure that all members of the committee fulfil their responsibilities.
 - preside over the Annual General Meeting and Committee, Special and Chapter Meetings.
 - have the authority to exercise the power of the Committee in an emergency.
- e) The Secretary shall ensure:
 - factual minutes are recorded of all committee meetings and Annual General Meetings.
 - committee members are provided with copies of committee meeting minutes.
 - a copy of committee meeting minutes are available for chapter members at chapter meetings.

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- all chapter correspondence is received and passed to the appropriate committee or chapter members for action.
 - outgoing chapter correspondence is prepared and sent.
 - a file of all chapter correspondence is maintained.
- f) The Treasurer shall:
- receive all monies for the chapter and deposit it promptly in the chapter accounts or request another committee member to do so.
 - ensure all payments as authorized by the committee are made and all cheques are signed by any two authorised signatories.
 - ensure a full and accurate record of income and expenditure is maintained.
 - ensure a financial statement is available at each committee meeting.
 - provide an audited financial report for each Annual General Meeting and as required by the committee.
- g) The committee shall meet as often as required and at least once between chapter meetings.
- h) The committee shall manage, carry on and conduct the affairs of the chapter to achieve the objectives of the chapter cited in clause 2. above, in conformity with this constitution. Any four members of the committee shall constitute a quorum of the committee provided no act may be done by the committee except by the agreement of at least two of the quorum who must be executive members as defined in clause 6c. above.
- i) The committee may appoint one of its members to the position of Social Secretary.
- j) The committee may appoint one of its members to the position of Newsletter Editor.
- k) The election of office bearers and committee shall take place at the Annual General Meeting.

Should any member of the executive be absent, such member may delegate his or her authority to any other member of the committee by written notice to the Secretary or the President.

- 1) Should any office bearer resign, or a vacancy otherwise occur, the vacancy may be filled by a person invited by the committee to carry out the functions of that office on a temporary basis until the next Annual General Meeting.

7. VOTING RIGHTS

- a) Members shall only be entitled to stand for election to the committee if they have been nominated for the position by another member of the chapter.
- b) All members, whether Active, Retired or Special, shall be entitled to vote at an Annual General, Special or Chapter meeting.
- c) The President of the chapter shall have a casting vote which shall only be used to decide a motion upon which the voting of the membership or the committee is equally divided between those 'for' and 'against' the motion. Any proxy votes shall be in writing.

8. FINANCES OF THE CHAPTER

- a) A Financial Statement shall be prepared by the Treasurer, and a copy made available to all members with the Notice of the Annual General Meeting. The Financial Statement shall be presented to the membership of the chapter for endorsement at the Annual General Meeting or at any other time specified by a majority of the members of the committee of the chapter.
- b) A qualified auditor, who shall not be a member of the chapter, shall be appointed by the committee of the chapter and shall audit the chapter accounts before the Financial Statement is presented to the Annual General Meeting. An audit may also be carried out at the discretion of the committee.

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- c) The committee of the chapter can invest the chapter funds in credit union accounts, building society accounts, or in interest bearing deposits with banks and maintain a cheque account. The name of the account/s shall be 'IBM Quarter Century Club, Sydney Chapter'.

9. DISSOLUTION

If on the winding up or dissolution of the chapter there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members of the chapter, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the chapter and which shall also prohibit the distribution of its or their property among its or their members. Such institution or institutions are to be determined by the members of the chapter at or before the time of dissolution or, in the default thereof, by the Chief Judge of such court as may have or acquire jurisdiction in the matter.

10. MEETINGS

- a) The Annual General Meeting of the chapter shall be held no later than the end of December in the year following each Annual General Meeting.
- b) Special meetings may be held as required by the committee or when requested by 20% of the members.

- c) A quorum at chapter meetings shall be formed by not less than two of the executive together with three other members who are not members of the committee. All chapter members shall be notified in writing at their last known address at least fourteen days in advance of the date and place of chapter meetings.

- d) Meetings of members will be held at least once every three months as decided by the committee. At these meetings the committee will report on the chapter's management activities. Such meetings will be known as Chapter Meetings.

- e) The frequency of committee meetings is specified in clause 6.

11. ALTERATIONS TO THE CONSTITUTION

The constitution shall be altered only with the agreement of four-fifths of the members present at the Annual General Meeting or at a special meeting convened to consider the matter. Notice of any constitutional amendment to be proposed at the meeting shall be circulated to all members at their last known address at least fourteen days in advance.

12. CHAPTER HISTORY

The committee may maintain the chapter's photographic and document collection.

This collection is intended to record IBM's business activities and IBM employees' social events.