

HORIZONS

The association for former **HSBC** employees

CONSTITUTION AND RULES

NAME, OBJECTS AND MEMBERSHIP

1. The name of the Association shall be Horizons – the Association for former HSBC employees
2. The Objects of Horizons – the Association for former HSBC employees (the Association) shall be to safeguard and further the interests of its members and to provide, where practicable, opportunities for members to meet.
3. Membership shall be open to all former employees, aged 50 or over, of the HSBC Group and/or those in receipt of a pension from HSBC Bank Pension Trust (UK) Ltd.
4. (a) The annual Subscription shall be such as the Management Committee (MC) shall from time to time determine.

(b) Honorary life membership shall be open to persons who have been connected in some capacity with HSBC Group and the Association. The MC shall nominate such person or persons deemed suitable for the honour for election at a general meeting of members. Honorary Life members shall pay no annual subscription but shall be entitled to full membership rights

(c) Membership shall be offered and granted automatically to spouses/partners upon death of a full member until the renewal of that member's subscription whereupon the survivor will undertake payment of the annual subscription and shall be entitled to the rights of full members and be eligible to serve on Committees.

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5. The Management Committee

(a) The affairs of the Association shall be managed and controlled by a Management Committee (MC). The MC shall be limited to 25 members and shall consist of:

- i) the Chair and the Officers for the time being of the Association as defined in Rule 7;
- ii) the Regional Representatives for the time being as defined in Rule 8;
- iii) co-opted members as defined in rule 9.

For the purposes of this sub-paragraph and sub-paragraph (b) below, a year means the period between one AGM and the next.

(b) The Chair and Officers of the Association shall be elected at the AGM. The Chair and Deputy Chair of the Association shall also be Chair and Deputy Chair respectively of the MC.

(c) The MC shall meet not less than three times a year.

(d) The quorum for a meeting shall consist of sixteen members present, provided that if a Regional Representative is absent and his/her Deputy is present in his/her stead, then such Deputy Regional Representative shall be counted in the reckoning of a quorum and shall be entitled to vote. Also provided that if an Officer is absent and his/her Deputy is present in his/her stead then such Deputy shall be counted in the reckoning of a quorum and shall be entitled to vote.

(e) At any meeting of the MC, the chair shall be taken by the

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Chair of the MC or, in his/her absence, by the Deputy Chair of the MC or, in the absence of both of them, by a member of the MC chosen by those members present. The voting members of the MC shall comprise the Regional Representatives and the Officers. In the event of an equality of votes, the Chair shall have a casting vote in addition to their own vote.

6. The President and Vice-Presidents

(a) There shall be a President who shall be nominated by the MC for election by the members at the AGM and, if so elected, shall hold office until otherwise determined. The MC may, if it thinks fit, similarly nominate, and the members may similarly elect, one or more Vice-Presidents.

(b) The President, so long as he/she shall hold that office, may attend any meeting of the MC.

7. The Officers

(a) The Members shall at every AGM elect as Officers of the Association, a Chair, Deputy-Chair, Secretary, Treasurer, Membership Secretary and such other officers considered necessary, provided that no person shall be so elected who has not been nominated by the MC. Any person so elected shall hold office until the next AGM when if nominated by the MC he/she shall be eligible for re-election.

(b) When a vacancy occurs for the position of any Officer, the MC shall be empowered to appoint a temporary Officer to act until the next AGM.

(c) The duties of the Officers shall be determined by the MC.

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(d) The Officers shall have plenary powers for dealing with day to day business. They shall report to the MC upon their responsibilities and all matters referred to them.

(e) Subject to the above, the MC may agree to the appointment of deputies to the Officers. The deputies shall not be members of the MC but shall be entitled to attend meetings of the MC when the person for whom they are deputising is absent and at such meetings shall be counted in reckoning a quorum and shall be entitled to vote.

8. The Regional Representatives

(a) The MC may set up Regions which shall consist of groups of local Centres as approved by the MC.

(b) Each Region shall have one Representative on the MC, except London which may have two representatives on the MC.

(c) The Regional Representative shall be elected by the members of the local Centres comprising the Region or by agreement of the chairs of the Centres comprising the Region.

(d) No Regional Representative who has served for four consecutive years shall be eligible for re-election until a further year has elapsed. The period of four years shall run from the date they were first elected and the election shall be advised to the Secretary to the MC within one month of election.

(e) Subject to these Rules, each Region may elect in addition to its Regional Representative a Deputy Regional Representative. A Deputy Regional Representative shall not be a member of the MC but shall be entitled to attend meetings of the MC from which the

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Regional Representative for that Region is absent and at such meetings shall be counted in reckoning a quorum and shall be entitled to vote.

9. Co-opted Members

The MC shall have the power to co-opt members to the MC where that member is deemed to add value or expertise to a particular aspect of Association management. His/her tenure will be determined at the outset by the MC.

10. Sub-Committees

(a) The MC may delegate any of its powers to Sub-Committees, and such Sub-Committees shall conform to any requirements imposed by the MC.

(b) The MC may set up ad-hoc Sub-Committees composed of members of MC and such other members of the Association as it may consider desirable.

MEETINGS OF MEMBERS

11. The Annual General Meeting

(a) The Annual General Meeting (AGM) shall be held each year on a date to be fixed by MC and published in all Horizons media.

(b) Not less than thirty days' notice of such meeting (excluding the day on which notice is served or deemed to be served and the day for which it is given) shall be given to members. Such notice may be given either by post or publication in all Horizons media and shall be deemed to be served on the day following that on

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which the notice or the media containing the notice is posted whether by first class or second class mail. The accidental omission to give notice to a member, or the non-receipt by a member of notice, shall not invalidate the proceedings of the meeting.

(c) The business of the AGM shall be to receive the reports of the Chair and the Officers; to receive the independently examined accounts in accordance with the legal requirements for organisations of the size and type of Horizons (the appointment of a suitable qualified company/person to be reviewed annually by the MC); to elect the Officers; and to transact any other business which has been specified in the notice convening the meeting.

(d) Nominations for Officers of the MC by members of the Association must be in writing, signed by a proposer and a seconder and must reach the Secretary at least thirty days before the date of the AGM, with confirmation of the nominated member that he/she is willing to stand for election.

(e) A quorum for the AGM shall be fifty members present. If at any meeting a quorum is not present within fifteen minutes of the time for which the meeting has been called, the meeting shall stand adjourned until such time and place as the chair of the meeting shall direct. Notice of any such adjourned meeting shall be given as for the original meeting and at the adjourned meeting the members present shall constitute a quorum.

(f) Members whose subscriptions are over six months in arrears shall not be entitled to vote.

(g) Voting shall in the first instance be by show of hands. If either

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before or after such a vote has been taken, the chair of the meeting or any five members present demand a ballot, then a ballot shall be taken. If in the opinion of the MC, a general principle is involved or very exceptional circumstances have arisen, the chair of the meeting may direct that a ballot of all the members of the Association be taken in such manner as he/she shall direct.

(h) Resolutions submitted for the consideration at the AGM must be in writing signed by a proposer and seconder and must reach the Secretary at least thirty days before the date of the AGM.

(i) The chair shall be taken by the Chair of the Association or in his/ her absence by the Deputy Chair of the Association or in the absence of both of them by a member of the Association chosen by the members present.

(j) In the event of an equality of votes, the chair of the meeting shall have a casting vote in addition to his/her ordinary vote.

12. Extraordinary General Meetings of Members

(a) An Extraordinary General Meeting shall be called only if events or circumstances affect or threaten the fundamental purpose and/or continuing ability of Horizons to safeguard and further the interests of all members.

(b) The Secretary shall call an Extraordinary General Meeting if the MC so directs or if it is so requested in writing by not less than 1,000 members stating the object of the request.

(c) Sections (b), (e), (f), (g), (h), (i) and (j) of Rule 11 relating to the AGM shall also apply to Extraordinary General Meetings.

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13. Finance

(a) The general funds of the Association shall be kept in banking accounts in the name of the Association to be operated by the Treasurer of the Association so authorized by resolution of the MC.

(b) The financial year shall end on the 31st March each year.

(c) The Association shall pay the reasonable out of pocket expenses incurred by members on Association business.

14. Magazine and Website

(a) Information of general interest regarding the activities of the Association shall be circulated from time to time to the members in the form of a magazine.

(b) A website and FaceBook page shall be maintained for the benefit of the Association and its membership as additional means of providing information of general interest.

15. Regions and local Centres

(a) The MC shall draw up regulations in connection with both Regions and local Centres.

(b) Local Centres' financial year shall end on 31st March each year and the accounts shall be independently examined as soon thereafter as possible and a copy, certified by the Chair and Secretary or Treasurer, sent to the Association's Treasurer.

(c) Clause (b) will not apply to Local Centres that have chosen to transfer balances and accounts to the Horizons Central Account.

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(d) Each local Centre shall hold a meeting annually at which its Officers and Committee will be appointed and the independently examined financial statement to the previous 31st March presented and approved. Centres that have chosen to transfer balances and accounts to the Horizons Central Account should instead present an Income and Expenditure report supplied by the National Treasurer for information at their local AGM. This will include a note of any balance standing to the credit of the Centre, held nationally.

16. General

(a) All members of the Association shall be entitled to a copy and be governed by the Constitution and Rules.

(b) Proposals by members for the alteration of the Constitution and Rules must be in writing and must reach the Secretary to the MC at least three months before the date of the next AGM and details of such proposals shall be circulated to members with the notice of the relative AGM.

(c) If at any time it is in the opinion of the MC desirable that the views of members of the Association should be sought on a matter of major importance, the MC may resolve that a survey (postal or electronic) be taken at such time and in such manner as it shall determine. That is in addition to the similar power given to the MC in relation to general meetings under Rule 11(g).

17. Winding Up

If the MC at any time decides that it is necessary or expedient to discontinue the Association the following procedures are to apply:

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- . (a) The reasons for discontinuance together with details regarding the assets and liabilities of the Association as certified by the Association's Auditors are to be advised to all members in such manner as the MC shall determine.
- . (b) As laid down in 16(c) a survey of all members that are entitled to vote is to be held regarding the winding up proposal and the disposal of the surplus funds as recommended by the MC.
- . (c) An Extraordinary General Meeting is to be convened at which the results of the survey are to be announced and the way forward decided.
- . (d) Subject to the proposal receiving a minimum of 60% support from the votes cast, the motion will be carried and the Association wound-up.
- . (e) Should the membership vote for the Association to be wound up all surplus funds after the payment of all outstanding costs and expenses are to be transferred to the Bank Workers Charity or as the MC and membership decide.
- . (f) In the event that the motion is not carried the MC will continue to operate, if possible, for a further period of 12 months. During this time they will contact the membership in order to establish whether sufficient of them are willing and have the necessary skills to serve on the MC in order to replace those officers and representatives who no longer wish to continue.

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(g) If during this period it does not prove possible to appoint sufficient officers to form a new MC, the Association will be wound-up.

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