

# HORIZONS

The association for former **HSBC** employees

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## 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 who receive their pension from HSBC Group and/or HSBC Bank Pension Trust (UK) Ltd " and to retired staff, who although eligible to receive an immediate pension due from HSBC Pension Fund, choose to administer their own pension fund arrangements.
4. (a) The annual Subscription shall be such as the Management Committee (Management Committee) 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 Management Committee 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, and whilst entitled to the rights of members, shall not be eligible to serve on Committees or to vote at meetings.  
  
(c) Associate Membership shall be open on application to

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spouses/partners of deceased members or retired members of staff who receive their pensions from HSBC Group and/or HSBC Bank Pension Trust (UK) Ltd and to spouses/partners of members or retired members of staff who although eligible to receive an immediate pension due from the HSBC Bank Pension Fund, choose to administer their own pension fund arrangements or anyone else to whom the bank pays a pension following the death of a member/retired member. Associate members shall be entitled to the rights of full members and be eligible to serve on Committees but not eligible to vote at meetings other than at local Centres.

## **5. The Management Committee**

(a) The affairs of The Association shall be managed and controlled by a Management Committee (Management Committee). The Management Committee shall be limited to 24 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) the Management Committee shall have power to co-opt members within the limit. Any member so co-opted shall hold office until the next Annual General Meeting (AGM), when he/she shall be eligible for re-election.

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

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(b) No member of the Management Committee who has served for four consecutive years shall be eligible for re-election until a further year has elapsed. In the case of a member who has been co-opted under rule 5(a) (iii), the period of four years shall run from the first AGM at which he/she is re-elected. This restriction shall not apply to the Chair and the Officers of The Association.

(c) 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 Management Committee.

(d) The Management Committee shall meet not less than three times a year.

(e) The quorum for a meeting shall consist of sixteen members personally present, provided that if a Regional Representative for a region 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.

(f) At any meeting of the Management Committee, the chair shall be taken by the Chair of the Management Committee or, in his/her absence, by the Deputy Chair of the Management Committee or, in the absence of both of them, by a member of the Management Committee chosen by the Management Committee. The voting members of the Management Committee shall

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comprise the Regional Representatives and the Officers except the Chair. In the event of an equality of votes, the Chair shall have a casting vote.

## **6. The President and Vice-Presidents**

(a) There shall be a President who shall be nominated by the Management Committee for election by the members at the AGM and, if so elected, shall hold office until otherwise determined. The Management Committee 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 Management Committee.

## **7. The Officers**

(a) The Members shall at every AGM elect as Officers of The Association, a Chair, Deputy-Chair, General 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 Management Committee. Any person so elected shall hold office until the next AGM when if nominated by the Management Committee he/she shall be eligible for re-election.

(b) When a vacancy occurs for the position of any Officer, the Management Committee 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

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Management Committee.

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

(e) Subject to the above, the Management Committee may agree to the appointment of deputies to the Officers. The deputies shall not be members of the Management Committee but shall be entitled to attend meetings of the Management Committee 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 Management Committee may set up Regions which shall consist of groups of Local Centres as approved by the Management Committee.

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

(c) The Regional Representative shall be elected by the members of the local Centres comprising the Region or by agreement of the chairmen of the centres comprising the Region. This person shall be subject to the conditions set out in Rule 5b, and the election shall be advised to the General Secretary within one month of the election.

(d) Subject to these Rules, each Region may elect in addition to

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its Regional Representative a Deputy Regional Representative. A Deputy Regional Representative shall not be a member of the Management Committee but shall be entitled to attend meetings of the Management Committee from which the 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. Sub- Committees**

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

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

## **MEETINGS OF MEMBERS**

### **10. The Annual General Meeting**

(a) The Annual General Meeting (AGM) shall be held each year on a date to be fixed by Management Committee, and published in the magazine.

(b) Not less than fifteen 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 the magazine and

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shall be deemed to be served on the day following that on which the notice or the magazine 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 an AGM shall be to receive the reports of the Chair and the officers; to receive the audited accounts; to elect the officers; to elect the auditors; and to transact any other business which has been specified in the notice convening the meeting.

(d) Nominations for the Management Committee by members of The Association, except retiring members of the Management Committee who are eligible and who offer themselves for re-election must be in writing, signed by a proposer and a seconder and must reach the General Secretary at least thirty days before the date of the AGM with the confirmation of the member so nominated that he/she is willing to stand for election.

(e) At each AGM a firm of Chartered Accountants shall be appointed to audit the accounts to be submitted to the next succeeding AGM.

(f) A quorum for the AGM shall be fifty members personally 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 to 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



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meeting the members present shall constitute a quorum.

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

(h) Voting shall in the first instance be by show of hands. If either 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 Management Committee, a general principle is involved or very exceptional circumstances have arisen, the chair of the meeting may direct that a postal ballot of all the members of The Association be taken in such manner as he/she shall direct.

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

(j) At every AGM 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.

(k) 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.

## **11. Extraordinary Meetings of Members**

(a) The General Secretary shall call an Extraordinary General Meeting if the Management Committee so directs him/her or if he/she is so requested in writing by not less than 100 members



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stating the object of the request.

(b) Sections (b), (f), (g), (h), (i), (j) and (k) of Rule 10 relating to the AGM shall also apply to Extraordinary meetings.

## **12. 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 authorised by resolution of the Management Committee.

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

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

## **13. 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 shall be maintained for the benefit of The Association and its membership as an additional means of providing information of general interest.

## **14. Regions and Local Centres**

(a) The Management Committee 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 audited as soon thereafter as possible

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and a copy certified by the Chair and Secretary sent to The Association's Treasurer.

(c) Each Local Centre shall hold a meeting annually at which its Officers and Committee will be appointed and the audited financial statement to the previous 31st March presented and approved.

## **15. General**

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

(b) Proposals by members for the alteration of the Constitution and Rules must be in writing and must reach the General Secretary 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 Management Committee desirable that the views of all Members of The Association should be sought on a matter of major importance, Management Committee may resolve that a postal ballot of all the Members be taken at such time and in such manner as it shall determine. That is in addition to the similar power given to the Management Committee in relation to general meetings under Rule 10(h).

## **16. Winding Up**

If the Management Committee at any time decides that it is necessary or expedient to discontinue The Association the

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following procedures are to apply:

- . (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 Management Committee shall determine.
- . (b) As laid down in 15(c) a postal ballot 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 Management Committee.
- . (c) An Extraordinary General Meeting is to be convened at which the results of the ballot are to be announced and the way forward decided.
- . (d) Subject to the proposal receiving a minimum of 75% 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 Management Committee and membership decide.
- . (f) In the event that the motion is not carried the Management Committee will if possible continue to operate 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

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Management Committee in order to replace those officers and representatives who no longer wish to continue.

- . (g) If during this period it does not prove possible to appoint sufficient officers to form a new Management Committee The Association will be wound-up.
- . (h) Local Centres are not impacted by these developments and if they wish may continue to operate as independent entities under the control of their locally appointed officials. However should they decide to cease operations all requisite actions must be taken locally.

10/2017