

PHILIPS ELECTRONICS PENSIONERS ASSOCIATION

ESTABLISHED IN JANUARY 1963

RULES

1) NAME

The Association shall be called "Philips Electronics Pensioners Association" and known in abbreviated style as "PEPA" (hereinafter referred to as "the Association").

2) MEMBERSHIP

- a. A member shall be any person who is in receipt of a pension or a commuted pension from any pension scheme of/or arranged by Philips Electronics UK Limited (hereinafter referred to as "Philips Electronics") or its subsidiary companies or any person who was an employee of and had completed at least ten years' service (which need not have been continuous) with Philips Electronics or one of its subsidiary companies and who has reached retirement age; AND was employed at any time by one of the above mentioned companies at an Establishment whose principal centre of operations was located in the United; AND has paid the normal subscription to the Association.
- b. The surviving spouse of a deceased member may become a full member of the Association without further payment on making a request to do so.
- c. "Associate Members" – Any person in receipt of a pension as specified in Rule 2a, being the spouse (or other dependant, at the discretion of the Committee) of an employee who has died whilst in or subsequent to employment with Philips Electronics or a subsidiary company and whose employment has satisfied the requirement of Rule 2a, may apply to the Committee for election as an Associate Member, subsequent to the applicant having reached retirement age. Associate members shall pay the normal subscription, be eligible for all the privileges afforded by the Association and be bound by the Rules of the Association.
- d. "Honorary Members" – The Committee may elect to honorary membership any person who in their judgment has given outstanding service to the Association. The number of Honorary Members shall not exceed twelve at any time. Honorary Members are not liable to pay any membership subscription. They may not vote at any meeting but otherwise are eligible for all the privileges afforded by the Association.
- e. The decision of the Committee as to whether any person qualifies for membership of the Association shall be final and conclusive

3) AIMS & OBJECTS

The aims and objects of the Association are to maintain connections and bonds of friendship between members, to cater for the interests of members and periodically to report the activities of the Association and matters of interest to them.

4) SUBSCRIPTION

The normal subscription of a member for Life Membership on joining the Association shall be as determined by the Committee from time to time.

5) TERMINATION OF MEMBERSHIP

Membership shall terminate:

- a. By written resignation to the Honorary Secretary; or
- b. On the death of a member; or

On withdrawal of membership or expulsion by virtue of a two thirds majority vote at a meeting of the Committee, provided that due notice of the proposed withdrawal or expulsion has been given in the agenda for the meeting.

6) THE ASSOCIATION'S YEAR

The Association's year shall commence on 1st May and end on 30th April immediately following.

7) GENERAL MEETINGS

The Annual General Meeting of the Association shall be held as soon as possible after 30th April. Forty days notice of the date of the Annual General Meeting shall be given to Members in such form as the Committee shall decide. Any member having a proposition to make at an Annual General Meeting must submit the same in writing, duly signed by the proposer and seconder, to the Honorary Secretary at least twenty eight days prior to the date of the meeting. At each Annual General Meeting, except for the purpose of electing the Committee, every member present in person shall have one vote and, in the case of equality of votes, the Chairman shall have a casting vote.

The business of the Annual General Meeting shall be:

- a. Minutes of the last Annual General Meeting;
- b. Matters arising therefrom;
- c. To receive from the Committee a report of the activities of the past year;
- d. To receive an audited Financial Statement and Balance Sheet;
- e. To receive an estimate of Expenditure and Income for the following year;
- f. To appoint an Auditor;
- g. To consider any proposition submitted in accordance with Rule 7;
- h. To elect members of the Committee;
- i. To discuss such matters as the Chairman may decide.

The Committee shall have power to convene a Special General Meeting if, in their opinion, such a meeting is necessary for the conduct of the affairs of the Association. Twenty eight days notice of the meeting together with an agenda shall be sent in writing to each member of the Association at his last known address and no matters shall be considered except those specified in the agenda. The quorum for a Special General Meeting shall be thirty three members and if this quorum is not present within fifteen minutes of the notified time of the Meeting it shall be adjourned until

such time and date and to such place as the Chairman shall decide but at least seven days notice shall be given in such manner as he shall determine. The quorum for an adjourned Special General Meeting shall be sixteen members.

8) COMMITTEE

The affairs of the Association shall be managed by a Committee consisting of The Honorary President and the Honorary Vice-President (appointed in accordance with Rule 9) and fifteen members of the Association elected by members of the Association in Annual General Meeting and, if they are not members of the Committee as so constituted, the Chairman and the Almoner of the Philips Electronics Pensioners Benevolent Association. The elected members shall serve for three years on a rota basis whereby five shall retire every year and shall be eligible for re-election.

Nominations for election to the Committee must be in accordance with Rule 7 and contain a signed statement by the candidate to the effect that he is willing to serve if elected. Nominations must be in the hands of the Honorary Secretary twenty eight days before the Annual General Meeting.

In the event of there being more candidates than there are vacancies to be filled, the Honorary Secretary shall cause to have prepared ballot papers for use at the Annual General Meeting. For this purpose of electing the Committee, each member of the Association present in person shall have five votes and may cast any or all of them as he thinks fit, but he may not cast more than one vote for any one candidate. Ballot papers shall be marked with an X. In the event of the ballot being indeterminate by virtue of the candidates at the bottom of the poll having an equal number of votes, the names of those concerned shall be balloted for a second time to determine the final positions. In the event of the second ballot resulting in an equal number of votes being cast for the two or more candidates, the Chairman will have the casting vote. The election shall be supervised by two tellers appointed by the Chairman.

The Committee shall have the power to appoint eligible members to fill vacancies which occur between Annual General Meetings and also to fill vacancies caused by there being insufficient candidates for an election at an Annual General Meeting. Due notice of a proposal to make such appointments shall be given in the notice convening the Committee Meeting. All such appointed members shall retire when the members whose places they respectively fill would have retired on a rota basis.

The Committee shall have power to co-opt a maximum of two (2) additional persons who shall be members of the Association. Following the next Annual General Meeting the Committee may re-co-opt the member(s) to serve only until the following Annual General Meeting.

Five members of the Committee present at any Committee Meeting shall form a quorum. Any decision by the Committee may be rescinded or varied from time to time by the Committee provided that if any proposed rescission or variation modifies a decision of principle due notice shall be given in the agenda of the Meeting at which it is to be proposed.

The Committee shall have power to appoint and delegate to Sub-Committees any matters which it considers necessary and such Sub-Committees may be appointed from members of the Committee and other members of the Association.

The Committee shall meet as frequently as the Chairman (or in his absence the Vice Chairman) may deem necessary.

9. ELECTION OF OFFICERS

At the first Committee Meeting after the Annual General Meeting the Committee shall elect from among their number a Chairman, a Vice Chairman, an Honorary Secretary and an Honorary Treasurer to serve until the conclusion of the next Annual General Meeting.

In the event of an office becoming vacant the Committee shall elect one of their number or some other member of the Association to fill the vacancy for the remainder of the relevant period.

As often as occasion demands, the Committee shall elect two members from among their number or from members of the Association to serve as the Association's Honorary President and Honorary Vice President respectively. Their term of office shall be three years and they shall be eligible for re-election. While holding these offices they shall be ipso facto members of the Committee and thereby not be subject to election at the Annual General Meeting as members of the Committee.

10) CHAIRMAN & VICE CHAIRMAN

The Chairman (or in his absence the Vice Chairman) shall preside over the Committee Meetings and over all General Meetings. In absence of the Chairman and Vice Chairman the Committee will appoint one of the Committee to chair the meeting.

11) HONORARY SECRETARY

The Honorary Secretary shall be responsible for the correspondence of the Association, Minutes of Committee Meetings, Minutes of General Meetings and the Association's records.

12) HONORARY TREASURER

All monies received on account of the Association shall be handed over to the Honorary Treasurer who shall bank or invest the same in the name of the Association as directed by Resolution of the Committee. The Honorary Treasurer shall be responsible for the administration of the finances and shall report on the financial position of the association at each Committee meeting and in his absence shall cause such statement to be sent to the Chairman. Cheques drawn must bear the signatures of any two of the following Officers of the Association, viz: the Honorary President, the Honorary Vice President, the Chairman, the Vice Chairman, the Honorary Treasurer and the Honorary Secretary and be approved by the Committee except that cheques not exceeding £150 (One Hundred and Fifty Pounds) may be signed by the Treasurer alone and be approved subsequently by the Committee. In lieu of payment by cheque, payment may be made by electronic transfer. This shall be undertaken by the Honorary Treasurer for amounts not exceeding £150. For amounts in excess of £150 the Honorary Treasurer shall seek approval by email from another signatory as set out for cheque payments prior to the transfer taking place.

At the end of the Association's year the Honorary Treasurer shall prepare an Income and Expenditure account and a Balance Sheet which must be audited by an Auditor appointed at the Annual General Meeting.

13) ASSOCIATION'S FUNDS

The financial support and maintenance of the Association will be provided by:

- a. members' subscriptions;
- b. donations, bequests, legacies, etc;
- c. fund raising activities sponsored by the Association.

14) RULES

No alterations or additions to these Rules shall be made except at an Annual General Meeting. Notice of all propositions to amend or add to these Rules must be sent in writing to the Honorary Secretary by 1st March preceding the Annual General Meeting at which they are to be proposed. Notice of any such proposal to amend or add to these Rules shall be sent thereafter to every member at his last known address at least fourteen days before the aforesaid Annual General Meeting. No alteration or amendment shall be effective unless the Resolution is passed by a majority of at least three-quarters of the votes of the members present and voting on the proposition.

The Committee shall be the sole authority for the interpretation of these Rules and its decision on this or any other matter provided for in these Rules shall be final and binding.

15) GENERAL

a) No member of the Association shall have any claim to any of the property, assets, etc. of the Association.

b) Donations from the Association's funds may be made to Philips Electronics Pensioners Benevolent Association at the discretion of the Committee

c) The Association shall mark the occasion of members' 80th, 90th and 100th birthdays and 50th, 60th, 65th and 70th wedding anniversaries by sending an appropriate congratulatory card.

d) Throughout these Rules the masculine gender shall, where applicable, include the feminine gender.

e) No member shall use, or allow to be used, the name of the Association in any advertisement, prospectus, business or any announcement whatsoever without the written consent of the Committee and the Committee shall have power to withdraw such consent.

f) No member of the Committee shall be responsible, chargeable or liable in any manner whatsoever for any act or omission hereunder except wilful default on the part of the member who is sought to be made liable.

g) Notices:- Any notice required to be given to any member of the Association or its Committee shall be deemed sufficiently given by leaving the same at or posting the same to the last known address of the member. Every notice sent through the post shall be deemed to have been received at the expiration of seven days from the day on which it was postmarked. Any accidental omission to send a notice to any member concerning a meeting shall not invalidate the proceedings of such meeting.

h) Privacy:- Since 25th May 2018 PEPA complies with the EU's new General Data Protection Regulation (GDPR)

Amended: June 1985 June 1992 June 1995 June 1997 June 1999 June 2000 June 2001 June
2008 October 2013 (typeface only) June 2014 June 2016 June 2018 (CJ/ 6th June 2018)