IBM Quarter Century Club of Victoria Inc.

IBM QCC Victoria – Special General Meeting

Date: Sunday, 26th May 2024   **Time:** 11:00am

Venue: Young & Jackson's Hotel, 1 Swanston Street, Melbourne

Participating Members (22):

Jenny Anderson	May Arcilla (Zoom)	Tony Austin (Zoom)	Barry Ballard
Sandy Brooks	Jim Boyle	Geoff Browning	Greg Cassano
Peter Chomley	Henry Co	Noel Fidock	Ed Greenaway
Judy Horman	Gregor Johnson	Justin Murphy (Zoom)	Ian Nash
Geoff Newnham	Ruth O'Dea	Tom O'Dea	Chris Russell
Roni Small	Jeff Wells		

Apologies: Celia Wilson, Gary Trytell

Proxy Nominations Received (20):

Victor Bugeja	Peter Campbell	Daviid Collins	Amy Cummings
Peter Graham	Randy Goldberg	Phil Hayes	Bill Horn
Andy Lanskis	Bud Martin	Janet Matton	Damian Merrett
Wes McDonald	Gavin Povey	Julian Robertson	Rob Rowe
Peter Teh	Brenda Templeton	Phil Witts	John Wriedt

Recording Transcription: https://www.dropbox.com/scl/fi/rhrjf8et1gx9bd2t2igay/Sembly-Transcription-Audio-Upload-May-26-2024-5-20-PM.pdf?rlkey=5gtvczhze7zyv7nfe58vuj15n&dl=0

Minutes

1. **Meeting commenced at 11:03am**

   Quorum: More than 10% of 116 financial members were present at commencement of the SGM.

   Jenny Anderson (JA) opened the meeting with an acknowledgment of the traditional owners of the country. In the absence of a President, member Geoff Newnham (GN) had been invited to chair this Special General Meeting (SGM). Under Rule 46 (2a), JA called for members to support GN as Chair of this meeting. A motion to accept GN's nomination was moved by Greg Cassano, seconded by Peter Chomley and passed by those present.

2. **Introduction / Purpose of SGM (GN)**

   GN welcomed those in attendance including three remote participants. He also acknowledged the 28 members who had submitted apologies and proxy nominations. This SGM was scheduled to consider two special resolutions presented by the Committee of IBM QCC Victoria. The Committee was congratulated for the effort put into preparing for this meeting to address a strategic issue.

   IBM applied strict rules admission to its Quarter Century Club making it difficult for many whose service was interrupted or split across different countries or regions. The Committee called for volunteers to consult with members, gather input and make recommendations on the resolutions to be put to the Members at today's meeting. Should those resolutions be passed by today's vote, much work will then be necessary to implement the changes to our association.

   GN reminded participants that only financial members could vote, and a 75% majority was required for each resolution to be accepted. He then called on Tom O'Dea (TOD) to provide more background information on how the special resolutions were determined.

3. **Background / Process behind proposed Special Resolutions (TOD)**

   The need to change the constitution was first raised in October 2021, shortly after the announcement about the establishment of Kyndryl. The committee at that time wanted to make sure that we had a constitution which would enable us to embrace current and future employees of Kyndryl as members of the QCC. This led to wider discussion about the future of the QCC and whether to retain the 25-year requirement.

   Having listened to the views of members over several years at events such as the annual lunch and dinner, we considered a range of views in deciding the resolutions to put to this SGM.

   Judy Horman (JH) established a Rebranding taskforce, led by Janet Matten with Geoff Browning, Jeff Wells, Greg Cassano and Ian Nash. and put a structured consultation process in place over the a few months to reach this point. Each taskforce member sought input from current QCC Members before drawing up a detailed Q&A document. An online survey of all members was then conducted seeking opinions on

   i. Recognition of service with companies acquired by IBM or spin-offs e,g, Kyndryl
   ii. Reduction or removal of requirement for 25 years of service
   iii. A new name for IBM QCC Victoria.

The survey results provided overall recognition and acceptance of the need for change, a clear consensus that the years of service eligibility requirement should be reduced, and the new name of the club should include the word 'alumni'.

While the survey favoured 10 or 15 years of service as the criteria for membership, such criteria does not need to be hard coded in the Constitution as it is today. Janet Matton suggested, and the committee agreed, that years of service criteria should be removed from the Constitution. The Committee then has a policy statement which reflects any eligibility requirements. Those who worked in systems engineering would call this 'future proofing'.

Regarding the new name for the club, the most popular choices were IBM Alumni Victoria Inc. and IBM Alumni Australia Inc. After a lengthy discussion between the Committee and the taskforce members, agreement was reached that the name should be changed to IBM Alumni Australia Inc as the legal name to provide future flexibility, or 'future proofing'. However, the go-to-market name should be IBM Alumni Australia (Victoria). That is the one of the special resolutions that we'll be voting on today.

A question was asked about any concerns or dialogue with other interstate QCC Chapters. JH responded that there had been ongoing communications with the NSW Chapter which became a registered association in 2018. We have a few interstate QCC members on our distribution list and we post items on two IBM Facebook sites when our newsletters are uploaded on our website.

IBM Alumni Australia as our new name provides visibility worldwide as well as to those located in other States of Australia and New Zealand. The existing IBM Alumni website is US Centric and does not provide alternative sites for other countries or regions. The NSW QCC has no digital platform and currently lacks the resources/volunteers to build one.

4. **Treasurer's Update (TOD)**

We currently have over $10,400 in the bank, with $3200 in the bank account and $7200 invested in a term deposit - an improvement of about $877 on where we were at the end of last financial year, even though we subsidised the last year's annual lunch by $700 and the annual dinner by about $2000. Net proceeds from the raffle from last year's dinner were only $36.95, largely due to a failure of the technology for taking card payments. We received compensation of $500 from Bank Australia for some difficulties with our term deposit.

We also spent $699 on this audio/video recording device (nicknamed Gizmo) to ensure that we have a more effective Zoom experience for remote participants in our meetings. This device has a built-in webcam, speakers and microphone. Most importantly, it is a compact, portable device and comes with a presubscription to a service called Sembly which takes an audio recording of the meeting and puts it through an AI engine and spits out a PDF with complete transcription of the meeting. It's a great productivity tool when you're generating the minutes.

We currently have 116 financial members, an increase of 29 over the previous financial year. The total number on our books is now 348, a net increase of three during the last ten months. Exactly one third of the membership is paid up. We moved 13 members off the list of members without email addresses and two members off the list of members who cannot be contacted, giving us a total of 329 with email addresses. Four members have requested no further contact.

We continue to keep our running costs low, with an average income per member of $7.46 and an average running cost per member of $1.71.

Motion to accept Treasurer's report: Moved by Ian Nash, seconded by Judy Horman, passed unanimously.

5. **Special Resolutions / Voting (GN)**

Returning Officer: Ruth O'Dea (ROD)

Resolution #1:

<mark>Remove eligibility criteria from the constitution "… for a total of 25 years or more …" with all eligibility criteria to be set by the committee.</mark>

Moved by Ed Greenaway, Seconded by Henry Co

Members wishing to vote in favour of this resolution were asked to raise their hands. There were no votes against the resolution. With all proxy votes in favour of passing this resolution, the resolution was accepted.

Resolution #2:

<mark>Change the legal name of the club in the constitution to "IBM Alumni Australia Inc. and reflect this as "IBM Alumni Australia (Vic)" in our marketing.</mark>

Moved by Peter Chomley, Seconded by Jeff Wells

Members wishing to vote in favour of this resolution were asked to raise their hands. There were no votes against the resolution. With all proxy votes in favour of passing this resolution, the resolution was accepted.

ROD declared both resolutions accepted with support exceeding the 75% required at a Special General Meeting. JA thanked all for their participation in the SGM and the unanimous support given to the proposed changes to our Constitution. She thanked JH and the Rebranding team for the tremendous effort put in through canvassing support and gathering input on renaming our association. Special thanks went to Janet Matton who was travelling overseas and unable to attend the SGM.

6. **Next Steps (TOD)**

GN alluded to the fact that we have a three page spreadsheet. I want to give you a brief summary. The action plan currently has 51 distinct tasks. I'm not going to go through all 51. There are nine main headings.

The next major step is gaining approval from Consumer Affairs Victoria (CAV) because even though we made a decision to change the Constitution, it doesn't take effect until it gets signed off by CAV. We are sticking with model rules, which means that the approval should only take a couple of days. Once we get approval we can download a new Certificate of Incorporation required for later steps in the plan.

The next major milestone is notifying the authorities, the ATO, and the ABN register. GN has volunteered to get those things sorted and changing the bank accounts to the new name. Our next major milestone is to select a new domain name. We have had the .org domain name because at the time we set up the website, we weren't incorporated. Therefore we weren't eligible to use .org.au. Now we will be able to do that so the new domain name will be ablev to reflect that.

We will need a new logo for our website, our merchant accounts, our social media accounts, etc. We have to set up new email accounts, new merchant accounts with PayPal, Stripe and Square, new social, and media accounts. Tony Austin volunteered to lend a hand getting that sorted. We have to set up a new website. Currently we plan to have this done by the end of July. However, a critical part is to design a new logo. We need help in identifying someone who is able to create a new logo for us.

7. Meeting Closure (JA)

With no further questions from participants, JA thanked GN for chairing the SGM and all who took part in achieving a most successful outcome.

The meeting was declared closed at 11:34am.