

# Constitution

As amended at the Special Meeting held 1973 October 26.

As amended by postal ballot 1977 September 22.

As amended by postal ballot 17 August 1990.

This revision dated 18 January 1991.

## 1. The Society

- (a) The Society shall be known as the "Operational Research Society of New Zealand Incorporated".
- (b) The membership of the Society shall be open to any person interested in either the theoretical aspects or practical applications of the subject of Operational Research.

## 2. Aims and Objects

The objects of the Society are to encourage and extend the knowledge and use of Operational Research techniques in New Zealand, by:

- (a) Holding meetings for the purpose of reading papers on and discussing Operational Research subjects.
- (b) Publishing papers on Operational Research.
- (c) Encouraging the formation of branches where appropriate.
- (d) Such other methods as the Council shall from time to time determine.

## 3. Membership

- (a) Members

The Society shall have four categories of membership; Honorary Life Members, Members and student members, known together as the categories of Individual Members, and Collective Members.

- (b) Qualification of Members

The Council shall have power to fix, from time to time, the qualifications appropriate to each category of membership, and in particular may sub-divide the above categories and may differentiate between such classifications in respect of qualifications.

(c) Election of Members

The Council shall have full power and discretion in the election of members.

(d) Collective Membership Representation

A collective Member, may from time to time, nominate any individual to represent it at meetings, to vote on its behalf and, in general, to exercise all privileges of Full Membership except that of holding office on the Council.

A Collective Member, may at any time, by notice of writing to the Society, remove the representative nominated by it and appoint another representative in succession to him, and in such event, no further entrance fee or subscription (in that year) shall be payable by reason of such succession.

(e) Members' Addresses

Members shall furnish the Society with their addresses for correspondence. All notices posted to such addresses shall be considered to have been delivered. Any change of address shall be immediately notified to the Society.

(f) Conduct of Members

In the event of any member's conduct being considered detrimental to the interests of the Society, such member may be expelled by the unanimous vote of Council provided that no fewer than four members are present.

(g) Resignation

Any member in good standing may at any time resign his membership of the Society by notice in writing to the Society.

(h) Arrears of Subscription

Any member whose subscription is twelve months in arrears shall be liable to have his name removed from the list of members.

(i) Reimbursement of Subscriptions

No member leaving the Society shall have any claim for refund of subscription paid by him.

#### **4. Management**

(a) The general management of the Society , together with its finances and the election of members , shall be the duty of the Council.

(b) The Council shall consist of a President, a Vice-President, an Honorary Secretary, and an Honorary Treasurer and six other members. In addition, not more than five members may be co-opted annually by the Council.

(c) The members of the Council shall retire annually but shall be available for re-election.

(d) Five members of the Council shall form a quorum. The President, or in his absence the Vice-President, or in the absence of both of these, any member chosen at the meeting, shall be Chairman of the Council meeting. The Chairman shall have a deliberative and casting

vote.

- (e) In the case of a vacancy occurring on the Council any member of the Society may be co-opted by the Council to fill the vacancy. In the case of the temporary absence of any Council member, the Council may co-opt any member in his stead. Any member of the Council who misses three consecutive meetings of the Council without good reason shall be liable to have his position declared vacant.

(f) Branches

Branches may be set up by groups of members with the approval of Council. Each Branch shall elect its own Committee to manage local affairs. Council may delegate to such Committees such responsibilities as are necessary to manage these affairs.

(g) Sub-Committees

The Council may appoint such sub-committees as it seems necessary to carry out such functions as it may delegate to them.

(h) By-Laws

The Society may by resolution in meeting make by-laws amplifying and further defining the principles of this constitution as they shall apply to the operation of the Society.

(i) Honorary Secretary and Honorary Treasurer

It shall be the duty of the Honorary Secretary to make and keep proper minutes of all proceedings of the Society and of the Council, and to send out all notices required by these rules or as instructed by Council. It shall be the duty of the Honorary Treasurer to receive and pay all moneys on behalf of the Society and to prepare an Annual Account of the finances, which shall form part of the Annual Report referred to below.

(j) Common Seal

The Common Seal of the Society shall be fixed only in the presence of any two of the President, Vice-President, the Honorary Secretary or the Honorary Treasurer.

## **5. Finance**

(a) Entrance Fees and Subscriptions

An entrance fee shall be paid by each member on joining and an annual subscription. The amount of the entrance fee and the annual subscription, together with the date when payment becomes due, shall be decided by the Annual General Meeting.

(b) Branch Committee Finance

The Council shall allocate Branch Committees such finance as is necessary to maintain their local affairs.

(c) Dissolution of the Society

If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some

other institution or institutions having objects similar to those of the Society to be determined by a Special Postal Ballot of the Society at or before its dissolution.

(d) Honorary Auditor

The Honorary Auditor shall be elected annually and shall be eligible for re-election.

(e) Cheque Signatures

Signatories to any bank account or investment of the Society shall be any two of the President, the Vice-President, the Honorary Secretary and the Honorary Treasurer except that for Branch accounts, any two of four members approved by Council shall be signatories.

(f) Financial Year

The Financial Year of the Society shall end on 30 September.

## **6. Business Meetings**

(a) Annual General Meeting

The Annual General Meeting, fourteen days notice of which shall be given to members, shall be held as soon as conveniently possible after the end of the financial year. A report of the transactions and general activities of the Society for the past year shall be drawn up by the Council and presented to the Annual General Meeting. Such report and balance sheet shall be circulated to all members with the notice summoning the meeting.

(b) Special Meeting

The President may, or upon written request of any ten members of the Society shall, summon a special meeting by sending, within 21 days of receipt of such request, fourteen days notice thereof specifying resolutions to be moved. The business at such meetings shall be confined to such resolutions.

(c) Quorum

At an Annual General Meeting twelve members, at a special meeting fifteen members, shall constitute a quorum.

(d) Voting

The method of voting at Business Meetings shall be by show of hands unless a specific request by a financial member is made for the vote to be a secret ballot.

A member may delegate his right to vote, to any person by proxy in writing. Such document must be produced at the time of voting.

## **7. Meetings other than Business Meetings**

The Council may at its discretion arrange for meetings to be held for the dissemination of knowledge of Operational Research or its application, or of matters considered by the Council likely to further the objects of the Society by means of lectures, discussions or otherwise, and the Council shall determine the conditions of admission to such meetings and the manner in which they shall be conducted.

## **8. Relationship with other Societies**

It shall be in accordance with the objects of the Society and with this Constitution for the Operational Research Society of New Zealand to affiliate or cooperate with other societies of similar interests. Affiliation and the conditions thereof shall be determined by the Council.

## **9. Amendment to the Constitution**

- (a) This Constitution may be revoked or amended only by a two-thirds majority of votes cast in a postal ballot conducted by the Secretary.
- (b) The President may, or upon request of any ten members of the Society shall, request the Secretary to conduct such a postal ballot.
- (c) The close of poll shall be at a date specified by the President and not more than 180 days from receipt of the request.
- (d) The motions shall be in the hands of the Secretary at least 35 days before the close of the poll.
- (e) Reply-paid ballot papers shall be posted to members at least 21 days before the close of poll.

## **SCHEDULE**

(as amended by Council resolutions of 1972 Feb 10)

Members of the following Branches constitute the  
Operational Research Society of New Zealand (Incorporated):

Wellington Branch  
Auckland Branch  
Canterbury Branch

Council