



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.

As amended by postal ballot 18 January 1991.

As amended by postal ballot 27 February 1992. (version dated 23 April 1993.)

As amended by postal ballot 29 December 2000

This revision dated 16 February 2001.

Re-formatted and 'treasurer' typo corrected by A Mason, Vice President, 9 Oct 2007

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 five categories of membership; Honorary Life Members, Members, and Student Members, known together as Individual Members, and Corporate Members and Corporate Sponsors known together as 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

Except where otherwise provided in this Constitution, two nominees of a Corporate Member shall have the rights and privileges of full members of the

Society, but only one of these nominees shall have voting rights; five nominees of a Corporate Sponsor shall have the rights and privileges of full members, while two of these nominees shall have voting rights. Only those nominees with voting rights shall be eligible to hold office on Council.

(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.

(g) **Resignation**

Any member in good standing may at any time resign from 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 their 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.

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 the President's absence the Vice-President, or in the absence of both of these, any member chosen at the meeting, shall be Chairperson of the Council meeting. The Chairperson shall have a deliberative and casting vote.

From time to time the Council may make decisions on the basis of an email vote. To hold such a vote, at least two working days notice of a Council email meeting must be broadcast to all Council members by the President, or in the President's absence, the Vice-President. To form an email quorum at least five members of the Council must respond to this notice. All votes will be conducted through the designated email address of the President, or in the President's absence the Vice-President. The President, or in the President's absence the Vice-President, shall have a deliberative and casting vote. All votes cast will be broadcast to all members of Council.

(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 as a replacement. Any member of the Council who misses three consecutive meetings of the Council without good reason shall be liable to be 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) Non-profit status

The Society shall not make any distribution, whether by way of money, property, or otherwise howsoever, to any member.

(d) 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.

(e) Honorary Auditor

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

(f) 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.

(g) Financial Year

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

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 their 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, provided that no amendment shall be permitted if it in any way affects the non-profit status of the Society.

(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

Les Foulds
President

Kevin Broad
Treasurer

Chuda Basnet
Secretary

This is the document marked "A" referred to in the annexed declaration of Chuda
Basnet made at this day of 1993 before me:"