



## Operations Research Society of New Zealand(Inc)

### 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.

As amended by postal ballot 29 December 2000.

(See 4(d) for changes in italics.)

As amended by postal ballot 20 April 2009.

This revision dated 31-10 January March 20089  
(replacing an un-filed version dated 16 Feb 2001)

### 1. The Society

(a) The Society shall be known as the "Operations 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 Operations Research.

### 2. Aims and Objects

The objects of the Society are the advancement of education through to encourage and extending the knowledge and use of Operations Research techniques in New Zealand, by:

(a) Holding meetings for the purpose of reading papers on and discussing Operations Research subjects.

(b) Publishing papers on Operations 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-six categories of membership;—: Honorary Life Members, Members, and Student Members, known together as Individual Members,

and collectively as Full Members, and Corporate Members and Corporate Sponsors, known together as Collective Members and Associate 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 Corporate 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 postal and electronic addresses for correspondence. All notices posted or sent electronically 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 and Incorrect Addresses

Any member whose subscription is twelve months in arrears, or who fails to provide a correct postal or correct electronic address,

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 subscriptions 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) The Council shall hold meetings as it sees fit. 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. Decisions at Council meetings shall be by majority vote. The Chairperson shall have a deliberative and casting vote.
- (e) By a majority vote of attendees at a Council meeting, a Council member may be permitted to partake in the meeting as an attendee by using a communication medium or device that allows the member to fully participate in the meeting's deliberations.
- (f) The Council may also decide questions and take action as a result of written responses from Council members to a written motion sent to all Council members by the President or nominee. Where possible, all communication shall be broadcast to all Council members. At least three working days shall be allowed for discussion and responses. The approval in writing of a clear majority of responding members (who must comprise no fewer than a quorum) shall constitute a decision of Council. Any such decisions shall be reported to the next Council meeting.

~~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.~~

- (eg) 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.
- (fh) 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.
- (gi) Sub-Committees  
The Council may appoint such sub-committees as it seems necessary to carry out such functions as it may delegate to them.
- (hj) 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.
- (ik) 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.
- (jl) 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.

#### (m) Communication

All references in this document to 'written' communication and communication 'in writing' shall include communication by letter, facsimile, email, electronic communication and other written messaging systems. Such communication may include references to information available online or via other electronic means.

### 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 Charitable sStatus

Any income, benefit, or advantage must be used to advance the charitable purposes of the organisation. No member of the organisation, or anyone associated with a member, is allowed to take part in, or influence any decision made by the organisation in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage. Any payments made to a member of the organisation, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

~~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 charitable institution or charitable 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 (or the electronic equivalent of these) 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 or at such date agreed upon at an Annual General Meeting.

### 6. Business Meetings

#### (a) Annual General Meeting

The Annual General Meeting, fourteen days written notice of which shall be given to members, shall be held as soon as conveniently possible after the end of the financial year. A written 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~~ sent to all members with the written notice summoning the meeting.

#### (b) Special Meeting

The President or nominee may, or upon written request of any ten members of the Society shall, summon a ~~s~~Special ~~m~~Meeting by sending to members, within 21 days of receipt of such request, fourteen days written 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~~ ten full members, at a special meeting fifteen full members, shall constitute a quorum.

#### (d) Meeting Chair

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 Business Meeting.

#### ~~(d)~~ Voting

Decisions at Business Meetings shall be by majority vote of full member attendees. Associate Members shall have no right to vote at Business Meetings. The Chairperson

shall have a deliberative and casting vote.

The method of voting at Business Meetings shall be by show of hands or equivalent 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.

**(f) Attendance**

By a majority vote of attendees at a Business Meeting, a member may be permitted to partake in the meeting as an attendee by using a communication medium or device that allows the member to fully participate in the meeting's deliberations.

**7. Meetings other than Business Meetings**

The Council may at its discretion arrange for meetings to be held for the dissemination of knowledge of Operations~~sal~~ 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 Operations~~sal~~ 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 either
  - (i) a written ~~postal~~ ballot of full members conducted by the Secretary, or
  - (ii) the Annual General Meeting, or
  - (iii) a Special Meeting called for the purpose provided that no amendment shall be permitted if it in any way affects the non-profit or charitable status of the Society.
- (b) The President may, or upon request of any ten full members of the Society shall, request the Secretary to conduct such a ~~postal~~ ballot.
- (c) The close of poll for any such ballot shall be at a date specified by the President and not more than 180 days from receipt of the ballot request. ~~(d)~~ The ballot motions shall be ~~in the~~

~~hands of the Secretary at least 35 days before the close of the poll. sent in writing (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 Operations~~sal~~ Research Society of New Zealand (Incorporated):

- Wellington Branch
- Auckland Branch
- Canterbury Branch

**Alteration of Rules**

The above form a complete copy of the rules of the Operations~~sal~~ Research Society of New Zealand, ~~with the latest changes shown in italics.~~

Signature of Members:

Andrew Mason  
President

John Paynter  
Treasurer

Fernando Beltran  
Secretary

Date: