



Constitution

1. Name of the Society

The name of the Society shall be *The Operations Research Society of South Africa*. ORSSA shall be the accepted abbreviation for the name of the Society.

2. Objects of the Society

The objects of the Society shall be to promote a wider knowledge of the techniques, theory and practices of Operations Research.

3. Legal position of the Society

- 3.1. The Society shall be a body corporate endowed with rights and duties, and shall be capable of suing and being sued in its corporate name.
- 3.2. The Society shall not pursue the acquisition of gain and monetary advantage for its members.
- 3.3. The income and property of the Society acquired in whatever way, shall be applied exclusively to the promotion of the objects of the Society as described in this Constitution, and no part thereof shall be paid directly or indirectly to members of the Society, provided that nothing stated herein shall prohibit the bona fide remuneration of office bearers or employees of the Society, or any member thereof, for services rendered to the Society.
- 3.4. All assets shall be the property of the Society and any person whose membership of the Society is terminated for whatever reason shall have no claim to, or interest in, any of the assets of the Society.
- 3.5. The liability of the members of the Society shall be limited to the extent that each member shall only be liable to the amount of his¹ annual membership fee and any money that may otherwise be owing by him to the Society.
- 3.6. If, for whatever reason, the Society is dissolved, payment of all debts is effected and all obligations are met, then any property of whatever nature remaining shall

¹ In this Constitution the male form of a noun or pronoun shall be taken to imply the female form as well.

not be paid to nor be distributed among the members of the Society, but shall be given to or be transferred to an institution or society with objects similar to that of the Society, and which for this purpose shall be appointed by the members of the Society or in default by the Executive Committee, at or before dissolution.

4. Membership

4.1. Membership types

There shall be the following membership grades:

- 4.1.1. Student membership;
- 4.1.2. Full membership;
- 4.1.3. Fellowship;
- 4.1.4. Retired membership; 4.1.5. Honorary life membership;
- 4.1.6. Corporate membership.

4.2. Granting of membership

- 4.2.1. For election to membership an applicant must supply pertinent information to the Database Manager on behalf of the Executive Committee and receive the favourable votes of the majority of the members of the Executive Committee.
- 4.2.2. The Executive Committee may at its discretion reclassify a full member to a Fellow of the Operations Research Society of South Africa. The Executive Committee shall be guided, but not necessarily bound, by the following considerations:
 - The individual shall be invited by the Executive to become a fellow;
 - The individual should be a long standing member of the Society;
 - The individual should have served the science and profession of Operations Research over a considerable period of time.
- 4.2.3. Corporate or institutional entities applying for corporate membership may be accepted by the Executive Committee as corporate members.
- 4.2.4. A person who is a full-time student at a recognised educational institution may be accepted by the Executive Committee as a student member.
- 4.2.5. The Executive Committee may at its discretion award retired membership to any member. The Executive Committee shall be guided, but not necessarily bound, by the following considerations in granting such status:
 - receipt of a written application from the member; □ age of the member not less than 55 years; □ member retired from regular employment.
- 4.2.6. The Executive Committee may at its discretion award honorary life membership to any prominent or distinguished person.

4.3. Application for Membership

Application for student or full membership shall be made on the prescribed form. The application shall be submitted by the applicant. Application for corporate membership shall be made on the prescribed form and shall be submitted by a person duly authorised thereto by the applicant. Upon receipt of an application for student, full or corporate membership, the Database Manager shall circulate the details of the application to the Executive Committee who shall make a decision with respect to granting or denying membership to the applicant. By submitting the application form, the applicant signifies his acceptance of the provisions of this Constitution should he be accepted as a member of the Society.

4.4. Expulsion of Members

The Executive Committee may at its discretion expel a member if, in the opinion of the Committee, the conduct of such member is injurious to the interests of the Society, or if he has contravened the provisions of the Constitution or if he failed, after due notice, to pay his membership fee, provided that he shall have opportunity to put forward reasons why his membership shall not be terminated.

4.5. Resigning Membership

A member wishing to resign his membership, shall address his written resignation to the Secretary. Such a member shall remain liable for membership arrears.

4.6. Membership Fees

The membership fees for all membership classes residing within and outside chapter boundaries including student and corporate members, but excluding honorary life members, shall be proposed by the Executive Committee for approval at an Annual General Meeting of the Society. Honorary life members shall pay no membership fees. Membership fees shall be payable annually on or before the 30th of June.

For new members, the fee will be 100% for someone joining in the first quarter of the calendar year, 75% if joining in the second quarter, 50% if joining in the third quarter and 25% if joining in the final quarter.

5. Office Bearers

Office bearers shall be as follows:

- 5.1. President;
- 5.2. Vice President;
- 5.3. Secretary;
- 5.4. Treasurer;
- 5.5. Database Manager;
- 5.6. Marketing Manager;

- 5.7. Newsletter Editor;
- 5.8. Newsletter Business Manager;
- 5.9. Journal Editor-in-Chief;
- 5.10. Journal Manager;
- 5.11. Webmaster.

The Vice President during the President's second year of office shall automatically become the President during the succeeding year. The Immediate Past President shall serve as Vice President² during the President's first year of office.

6. Executive Committee

The Executive Committee shall consist of all office bearers together with at least two other elected members and all Chapter Chairmen.

7. Election of Executive Committee

- 7.1. Except for the President and Vice President, all members of the Executive Committee shall be elected annually at the Annual General Meeting. A new Vice President shall be elected at alternate Annual General Meetings, to hold the position during the second year of the President's tenure, and to succeed the President of the Society the following year. The President shall hold office for a two-year period. The Immediate Past President shall be an ex-officio member for one year, during which year he/she shall fulfil the role of Vice President.
- 7.2. All classes of members except Corporate members may stand for election and be elected to the Executive Committee.

8. Voting Rights

All classes of members, except Corporate members, have voting rights. For purposes of a General Meeting a member shall be allowed to appoint a proxy who shall be entitled to vote on his behalf.

9. Nomination of the Executive Committee

- 9.1. Nomination for election of members of the Executive Committee (other than the President and Vice President in alternate years, and Chairman of every Chapter) shall be in writing³ and shall state the name of the nominee and the office for which he is nominated.
- 9.2. Nominations shall be signed by the nominee and by a proposer and seconder. If the candidate fails to be elected to that specific post, then provided he is prepared to stand and accept another position he shall be able to stand for another position

² In this Constitution the term *Vice President* shall be taken to mean either *Immediate Past President* (during the President's first year of office), or *President Elect* (during the President's second year of office).

³ In this Constitution the phrase *in writing* shall be taken to mean via conventional mail or via electronic mail.

and in this case he shall be proposed and seconded from the floor at the Annual General Meeting.

- 9.3. The Secretary shall call, by notice in writing, for such nominations at least one month before the Annual General Meeting, and shall provide a form which may be used for nomination purposes.
- 9.4. Nominations must be lodged with the Secretary at least fourteen days before the Annual General Meeting.
- 9.5. If the number of nominations for any particular office is in excess of the number required to fill such office, then election shall be by secret ballot at the Annual General Meeting.
- 9.6. If the number of nominations for any particular office is equal to the number required, then the nominee shall be declared elected unopposed.
- 9.7. If the number of nominations is less than required, those nominated shall be declared elected and the Executive Committee shall nominate members to those positions for which no nomination has been received. If a duly nominated candidate is not elected to the specific office proposed in writing, he can be nominated from the floor as laid down in Clause 9.2. In such a case there shall be a secret ballot to elect an office bearer from those nominations received from the members, to the Executive Committee, as described in this paragraph and those eligible for floor nomination and nominated as laid down in Clause 9.2.
- 9.8. If, from any cause whatever, a vacancy occurs in any office during the year, the Executive Committee may fill such vacancy by appointing any full member to such office, and the person so appointed shall hold office until the next Annual General Meeting.
- 9.9. If, for any reason whatever, a Vice President who is the President Elect is unable to accept the office of President, a President shall be nominated and elected at the Annual General Meeting.
- 9.10. If, for any reason whatever, the Immediate Past President is not able to fulfil the role of Vice President, a Vice President shall be nominated and elected at the Annual General Meeting.
- 9.11. If the whole Executive Committee resigns, a Special General Meeting shall be convened within two weeks by the Secretary of the Committee to choose a new Committee. All nominations for the various offices shall then be from the floor. The resigning members shall continue to function until the new Executive Committee has been chosen.

10. Tenure of Office

The President of the Society shall hold office from 1 January one year after taking office as Vice President for a period of two years thereafter. All other members of the Executive Committee shall hold office from 1 January of the year following the Annual General Meeting at which they were elected until the end of that year. If Clause 9.10 applies, the Vice President shall hold office for two years.

11. Annual General Meeting

- 11.1. An Annual General Meeting shall be held each year on a date and at a place and time appointed by the Executive Committee.
- 11.2. The Secretary shall, by notice in writing, give each member of the Society at least one month's notice of the meeting.
- 11.3. The President of the Society shall be the Chairman of the Annual General Meeting. In the event that he is not available, the Vice President shall be Chairman of the meeting. If neither of the aforementioned persons is available, the meeting shall elect its own Chairman.
- 11.4. A quorum at the meeting shall be the members present.
- 11.5. A majority of the votes of the full members present shall decide any matter.

12. Special General Meeting

A Special General Meeting shall be convened by the Secretary:

- 12.1. upon the direction of the President in writing;
- 12.2. upon a resolution of the Executive Committee;
- 12.3. upon a request signed by not fewer than 15 members.

Such direction, resolution or request shall state precisely the business for which a special meeting is to be convened. At least two weeks' notice in writing of such special meeting shall be given. A Special General Meeting shall be conducted in the same manner as the Annual General Meeting, but no business shall be transacted other than the business for which it was convened.

13. Functions of the Executive Committee

All the business and affairs of the Society shall be managed and controlled by the Executive Committee. Without prejudice to their general commission, the specific functions of the Committee shall be:

- 13.1. to carry out the objects of the Society;
- 13.2. to decide on membership applications;
- 13.3. to administer funds received by the Committee;
- 13.4. to circulate a regular Newsletter among members of the Society;
- 13.5. to announce decisions of the Society;
- 13.6. to exercise control over employees of the Society;
- 13.7. to exercise discipline where and when necessary as stipulated;
- 13.8. to call an Annual General Meeting;
- 13.9. to report to the Annual General Meeting on the activities of the Society during the year and to present the accounting records of the Society as prepared by an independent professional accountant.

14. Powers of the Executive Committee

The Executive Committee shall have full power and authority to carry out all the objects of the Society, except where such powers are expressly reserved to a General or Special General Meeting. In addition, but without prejudice to their general authority, the Executive Committee shall have authority:

- 14.1. to decide on membership affairs;
- 14.2. to receive and administer membership fees, funds and endowments and to apply such as it deems fit, but without prejudice to the provision of Clause 17.2;
- 14.3. to open a banking account with a bank and to invest any funds not immediately required for the purposes of the Society with any South African bank, building society or insurance company;
- 14.4. to enter into such contracts as may be necessary for the carrying out of the objects and the business of the Society;
- 14.5. to co-opt one additional voting member to the Executive Committee. Such member shall have the right to vote at meetings of the Executive Committee. Further additional members may be co-opted, but they shall have no voting rights;
- 14.6. to initiate the creation of a chapter or to recognise the creation of a chapter or to withdraw such recognition;
- 14.7. to establish Special Interest Groups and to recognise such groups in the chapters;
- 14.8. to recommend amendments to the Constitution.

15. Meetings of the Executive Committee

- 15.1. The Executive Committee shall meet at least four times per year on a date and at the place and time as appointed by the President. These meetings may be physical meetings in a single place, video conferences from various centres in South Africa or web/blog meetings.
- 15.2. A special meeting of the Executive Committee shall be convened by the Secretary upon a request signed by not fewer than four members of the Executive Committee. Such request shall state explicitly the business for which a special meeting is to be convened.
- 15.3. Proper notice of a meeting of the Executive Committee shall be given to each member of the Committee at least one week before the date appointed for such a meeting.
- 15.4. The President of the Society shall be the Chairman of all meetings of the Executive Committee. In the event of his not being available, the Vice President shall be Chairman of the meeting. If neither of the aforementioned persons is available, the committee shall have power to elect its own Chairman.
- 15.5. In face-to-face and video conference meetings, seven members shall form a quorum. For a web meeting, seven members signing attendance on the web meeting will constitute a quorum.
- 15.6. In face-to-face and video conferencing meetings, all questions shall be decided by the vote of the majority of the members present and the Chairman shall have a casting as well as a deliberative vote. In web meetings, all questions shall be

decided by the vote of the majority of the members who have signed attendance on the web meeting and voted on the question and the Chairman shall have a casting as well as a deliberative vote. Members who have signed the attendance at the meeting and not voted on the question will be assumed to have abstained.

16. Chapters

- 16.1. All Chapter Constitutions shall be submitted to the Executive Committee for approval.
- 16.2. All members of a Chapter shall also have to be members of the Society.
- 16.3. All Chapters shall report to the Annual General Meeting on the activities of the Chapter during the year.

17. Financial Matters

- 17.1. One quarter of the membership fee of a member shall be remitted to the Chapter to which the member belongs, if such a Chapter exists, and if the Chapter in question requests this remittance. This remittance shall take place on an annual basis, without the possibility of backdated remittance requests by Chapters.
- 17.2. All documents pertaining to the assets of the Society and all contracts and deeds shall be deemed duly signed if signed by two members of the Executive Committee, nominated and authorised for this purpose by the Executive Committee.
- 17.3. Cheques shall be signed by two members of the Executive Committee nominated and authorised for this purpose by the Executive Committee.
- 17.4. The financial year of the Society extends from 1st January to 31st December.
- 17.5. Accounting records of the income, expenditure, assets and liabilities of the Society shall be prepared according to the standards of generally accepted accounting practice and in accordance with Article 17 of the Non-profit Organisations Act of 1997 by an independent, professional accountant appointed by the Executive Committee.

18. Language Medium

The language of record of the Society shall be English.

19. Amendments to the Constitution

Amendments may be proposed by any member, seconded by any other member and shall be submitted in writing at least one month before the General Meeting. A simple majority will suffice to accept an amendment to this Constitution. Amendments may be made at a General Meeting or by a postal or electronic mail vote if this is decided at a General Meeting.